

APPENDIX C
UTAH DEPARTMENT OF HEALTH FILES

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300001-8	August 27, 1985 Potential Hazardous Waste Site, Site Inspection Report
300009-22	August 24, 1987 Potential Hazardous Waste Site, Site Inspection Report
300023-42	September 28, 1987 <u>Authorization to Discharge Under the National Discharge Elimination System, Permit No.: UT-0022403</u>
300043-44	Utah Department of Health memo regarding the rerouting of U.S. 40
300045-51	September 9, 1987 <u>Analytical Results Report of Air Sampling at Richardson Flat, Park City, Utah</u>
300052-54	August 15, 1985 Letter from Kenneth Alkema, EPA to Robert Duprey, EPA regarding Richardson Flats Sites
300055-63	October 25, 1985 <u>Analytical Results Report Richardson Flat Tailings Summit County, Utah</u>
300064-69	August 15, 1984 Letter from Dale Parker, Utah Department of Health to Eric Johnson, EPA plus attached June 4, 1984 Potential Hazardous Waste Site Preliminary Assessment
300070	Utah Department of Health memo entitled Richardson Flat Tailings, Summit County, Utah
300071-2	October 11, 1985 Figure 1 HRS Cover Sheet
300073	August 5, 1985 Letter from Eric Johnson, EPA to L. Sue Russell, Mitre Corporation
300074-75	July 11, 1985 Figure 1 HRS Cover Sheet
300076	December 18, 1984 Letter from E.L. Osika, Jr., United Park City Mines Company to Marv Maxell, Utah Department of Health
300077	September 4, 1984 Figure 1 HRS Cover Sheet



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT**
PART 1 - SITE LOCATION AND INSPECTION INFORMATION

I. IDENTIFICATION

01 STATE UT	02 SITE NUMBER D980952840
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II. SITE NAME AND LOCATION

01 SITE NAME (Legal, common or descriptive name of site) Richardson Flat Tailings		02 STREET, ROUTE NO., OR SPECIFIC LOCATION IDENTIFIER approx. 3.5 miles NE of Park City, Utah			
03 CITY Park City		04 STATE UT	05 ZIP CODE 84060	06 COUNTY Summit	07 COUNTY CODE 043
08 COORDINATES LATITUDE: 40° 40' 50" LONGITUDE: 111° 26' 40"		10 TYPE OF OWNERSHIP (Check one) <input type="checkbox"/> A. PRIVATE <input type="checkbox"/> B. FEDERAL <input type="checkbox"/> C. STATE <input type="checkbox"/> D. COUNTY <input type="checkbox"/> E. MUNICIPAL <input type="checkbox"/> F. OTHER <input type="checkbox"/> G. UNKNOWN			

III. INSPECTION INFORMATION

01 DATE OF INSPECTION 6, 19 85 * MONTH DAY YEAR		02 SITE STATUS <input type="checkbox"/> ACTIVE <input checked="" type="checkbox"/> INACTIVE		03 YEARS OF OPERATION late 1960's, 1981 BEGINNING YEAR ENDING YEAR	
04 AGENCY PERFORMING INSPECTION (Check all that apply) <u>E&E</u> <input type="checkbox"/> A. EPA <input checked="" type="checkbox"/> B. EPA CONTRACTOR <u>Ecology & Environment Inc.</u> <input type="checkbox"/> C. MUNICIPAL <input type="checkbox"/> D. MUNICIPAL CONTRACTOR <input type="checkbox"/> E. STATE <input type="checkbox"/> F. STATE CONTRACTOR <input type="checkbox"/> G. OTHER					
05 CHIEF INSPECTOR Susan Kennedy		06 TITLE Reclamation Biologist		07 ORGANIZATION E&E	
08 TELEPHONE NO. (303) 757-4984		09 OTHER INSPECTORS Eric Johnson		10 TITLE EPA Reg. Site Project Officer	
11 ORGANIZATION EPA		12 TELEPHONE NO. (303) 293-1519		Jeff Holcomb	
13 TITLE Chemical Engineer		14 ORGANIZATION E&E		15 TELEPHONE NO. (303) 757-4984	
16 TITLE Safety Officer		17 ORGANIZATION E&E		18 TELEPHONE NO. (303) 757-4984	
19 TITLE Geologist		20 ORGANIZATION Utah Dept. Env. Health		21 TELEPHONE NO. 801 533-4145	
22 TITLE Chief Hydrogeologist		23 ORGANIZATION E&E		24 TELEPHONE NO. 303 757-4984	
25 TITLE Geochemist		26 ORGANIZATION E&E		27 TELEPHONE NO. 303 757-4984	
13 SITE REPRESENTATIVES INTERVIEWED E.L. Osika, Jr.		14 TITLE Vice President		15 ADDRESS United Park City Mines 309 Kearns Bldg. Salt Lake City, UT	
16 TELEPHONE NO. (801) 532-4031		17 TITLE Geologist/Engineer		18 ADDRESS same as above	
19 TELEPHONE NO. (801) 532-4031		20 TITLE ()		21 ADDRESS ()	
22 TELEPHONE NO. ()		23 TITLE ()		24 ADDRESS ()	
25 TELEPHONE NO. ()		26 TITLE ()		27 ADDRESS ()	
28 TELEPHONE NO. ()		29 TITLE ()		30 ADDRESS ()	
31 TELEPHONE NO. ()		32 TITLE ()		33 ADDRESS ()	
34 TELEPHONE NO. ()		35 TITLE ()		36 ADDRESS ()	
37 TELEPHONE NO. ()		38 TITLE ()		39 ADDRESS ()	
31 ACCESS GAINED BY (Check one) <input checked="" type="checkbox"/> PERMISSION <input type="checkbox"/> WARRANT		32 TIME OF INSPECTION		33 WEATHER CONDITIONS varied	

IV. INFORMATION AVAILABLE FROM

01 CONTACT Eric Johnson		02 OF (Agency/Organization) EPA - Region VIII Denver		03 TELEPHONE NO. (303) 293-1519	
04 PERSON RESPONSIBLE FOR SITE INSPECTION FORM Susan Kennedy		05 AGENCY EPA	06 ORGANIZATION E&E FIT VIII	07 TELEPHONE NO. (303) 757-4984	08 DATE 8, 27 85 MONTH DAY YEAR



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT**

PART 3 - DESCRIPTION OF HAZARDOUS CONDITIONS AND INCIDENTS

I. IDENTIFICATION

01 STATE 02 SITE NUMBER
UT D980952840

II. HAZARDOUS CONDITIONS AND INCIDENTS

01 ☒ A. GROUNDWATER CONTAMINATION 02 ☐ OBSERVED (DATE 8/27/85) ☐ POTENTIAL ☒ ALLEGED
03 POPULATION POTENTIALLY AFFECTED _____ 04 NARRATIVE DESCRIPTION

Ground water samples from UPCM wells (RF-GW-2, RF-GW-3) were collected and analyzed. Dissolved metals analyses revealed elevated levels of arsenic, cobalt, iron, manganese, and zinc. A drinking water well, used as a back-up source for Park City residents is located two and a half miles from the contaminated wells at Richardson Flat.

01 ☒ B. SURFACE WATER CONTAMINATION 02 ☒ OBSERVED (DATE 6/20/85) ☐ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED 878 04 NARRATIVE DESCRIPTION

Surface water samples from Silver Creek, collected downgradient of the site, contained elevated levels of lead. RT-SW-3 (downgradient) contained 1985 ug/l lead as compared to RT-SW-1 (upgradient) containing 147 ug/l lead. Arsenic levels were also elevated, but not an order of magnitude higher than the up-gradient sample.

01 ☒ C. CONTAMINATION OF AIR 02 ☒ OBSERVED (DATE 7/7/86) ☐ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED 2908 04 NARRATIVE DESCRIPTION

Air sampling done July 7-14, 1986 showed over a 100 fold increase in airborne lead concentration when comparing upwind versus downwind sampling locations. Values for arsenic, cadmium and zinc are also highly elevated over the background samples. See attached report under TDD R8-8608-05.

01 ☐ D. FIRE/EXPLOSIVE CONDITIONS 02 ☐ OBSERVED (DATE _____) ☐ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED _____ 04 NARRATIVE DESCRIPTION

No recorded history -- fire and explosive conditions do not exist at the site.

01 ☒ E. DIRECT CONTACT 02 ☐ OBSERVED (DATE _____) ☒ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED _____ 04 NARRATIVE DESCRIPTION

The site is not secured from public access or access by domestic livestock. On June 19 and 20, vehicles were observed driving near the tailings area along the access road. Sheep and cattle were observed walking on the tailings on June 19 and 20, 1985.

01 ☒ F. CONTAMINATION OF SOIL 02 ☐ OBSERVED (DATE 8/2/85) ☐ POTENTIAL ☒ ALLEGED
03 AREA POTENTIALLY AFFECTED 640 04 NARRATIVE DESCRIPTION
(Acres)

Soil beneath the the tailings (RF-SS-6) contains elevated concentrations of antimony, arsenic, cadmium, copper, lead, magnesium, mercury, silver, sodium and zinc. Off site surface soil (RT-SO-1) contained elevated levels of arsenic, cadmium, lead, mercury and zinc probably due to wind blown tailings material.

01 ☒ G. DRINKING WATER CONTAMINATION 02 ☐ OBSERVED (DATE _____) ☒ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED _____ 04 NARRATIVE DESCRIPTION

The Pacific Bridge well (located approx. 2.5 miles from the site) may potentially be affected by contaminants from Richardson Flat Tailings. The well is used only as a back up source of municipal water for Park City residents, with other sources available. Surface water from Silver Creek is not used for drinking water.

01 ☒ H. WORKER EXPOSURE/INJURY 02 ☐ OBSERVED (DATE _____) ☒ POTENTIAL ☐ ALLEGED
03 WORKERS POTENTIALLY AFFECTED _____ 04 NARRATIVE DESCRIPTION

The tailings are being leased by Mr. Ray Wortey to be used as backfill for sewer lines and road base. In addition, FTT members observed heavy equipment operators dumping what appeared to be native soil on the tailings area.

01 ☒ I. POPULATION EXPOSURE/INJURY 02 ☐ OBSERVED (DATE _____) ☒ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED _____ 04 NARRATIVE DESCRIPTION

No recorded history of population exposure or injury, however, the site is not secured from public access or domestic livestock grazing.



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT**
PART 3 - DESCRIPTION OF HAZARDOUS CONDITIONS AND INCIDENTS

I. IDENTIFICATION

01 STATE 02 SITE NUMBER
UT D980952840

II. HAZARDOUS CONDITIONS AND INCIDENTS (Continued)

01 ☒ J. DAMAGE TO FLORA 02 ☒ OBSERVED (DATE 6/19/85) ☐ POTENTIAL ☐ ALLEGED

04 NARRATIVE DESCRIPTION

Peripheral tailings support vegetation including Juneus sp., Salix sp. and Verbascum thapsus predominantly, but most of the tailings are denuded due to high levels of soluble soils and metals.

01 ☒ K. DAMAGE TO FAUNA 02 ☐ OBSERVED (DATE _____) ☒ POTENTIAL ☐ ALLEGED

04 NARRATIVE DESCRIPTION (include names of species)

No apparent damage to area fauna. Two muskrats were observed swimming in the drainage ditch on site (near RT-SW-4). Fish in Silver Creek could potentially be affected by lead and arsenic being released from the tailings.

01 ☒ L. CONTAMINATION OF FOOD CHAIN 02 ☐ OBSERVED (DATE _____) ☒ POTENTIAL ☐ ALLEGED

04 NARRATIVE DESCRIPTION

The possibility exists for metals to move through the food chain 1)if domestic livestock are feeding on local vegetation that has taken up and stored metals in edible portions of the plant; 2)if local populations of fish in Silver Creek are concentrating metals and are eaten by other animals or man.

01 ☒ M. UNSTABLE CONTAINMENT OF WASTES 02 ☐ OBSERVED (DATE _____) ☐ POTENTIAL ☐ ALLEGED

(Soils, Runoff, Standing liquids, Leaking drums)

03 POPULATION POTENTIALLY AFFECTED _____

04 NARRATIVE DESCRIPTION

Tailings ponds are uncovered and therefore susceptible to gusty winds which carry fine-grain tailings material off-site. A dam constructed at the northwest end of the tailings prevents mass movement of solid material off-site.

01 ☒ N. DAMAGE TO OFFSITE PROPERTY 02 ☐ OBSERVED (DATE _____) ☒ POTENTIAL ☐ ALLEGED

04 NARRATIVE DESCRIPTION

The potential exists for damage to off-site property because the tailings material is allegedly being used as sewer line backfill and road base in the Park City area.

01 ☒ O. CONTAMINATION OF SEWERS, STORM DRAINS, WWTPs 02 ☐ OBSERVED (DATE _____) ☒ POTENTIAL ☐ ALLEGED

04 NARRATIVE DESCRIPTION

If tailings material is being used as sewer line backfill, the potential exists for sewer contamination by metals.

01 ☐ P. ILLEGAL/UNAUTHORIZED DUMPING 02 ☐ OBSERVED (DATE _____) ☐ POTENTIAL ☐ ALLEGED

04 NARRATIVE DESCRIPTION

Dumping of native soil on to the tailings was observed by FIT members, but is under the supervision of United Park City Mines.

35. DESCRIPTION OF ANY OTHER KNOWN, POTENTIAL OR ALLEGED HAZARDS

No other hazards are known.

I. TOTAL POPULATION POTENTIALLY AFFECTED: _____**7. COMMENTS****SOURCES OF INFORMATION (Cite specific references e.g. state files, sampler analysis, reports)**

Ecology & Environment, Inc. Files - Log Book, Sampling Activities Report.
State of Utah BSHW Site Investigation and Preliminary Assessment.



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION
PART 4 - PERMIT AND DESCRIPTIVE INFORMATION**

I. IDENTIFICATION

01 STATE 02 SITE NUMBER
UT D980952840

II. PERMIT INFORMATION

01 TYPE OF PERMIT ISSUED (Check all that apply)	02 PERMIT NUMBER	03 DATE ISSUED	04 EXPIRATION DATE	05 COMMENTS
<input checked="" type="checkbox"/> A NPDES	UT0022403	5/16/82	6/30/86	EPA granted extension and
<input type="checkbox"/> B UIC				requested a renewal from UPCM;
<input type="checkbox"/> C AIR				on 3/19/86 UPCM sent in
<input type="checkbox"/> D RCRA				renewal application.
<input type="checkbox"/> E RCRA INTERIM STATUS				
<input type="checkbox"/> F SPCC PLAN				
<input type="checkbox"/> G STATE (Specify)				
<input type="checkbox"/> H. LOCAL (Specify)				
<input type="checkbox"/> I. OTHER (Specify)				
<input type="checkbox"/> J NONE				

III. SITE DESCRIPTION

01 STORAGE/ DISPOSAL (Check all that apply)	02 AMOUNT	03 UNIT OF MEASURE	04 TREATMENT (Check all that apply)	05 OTHER
<input checked="" type="checkbox"/> A SURFACE IMPOUNDMENT	>7 million	tons	<input type="checkbox"/> A. INCENERATION	<input type="checkbox"/> A. BUILDINGS ON SITE
<input type="checkbox"/> B PILES			<input type="checkbox"/> B. UNDERGROUND INJECTION	
<input type="checkbox"/> C DRUMS, ABOVE GROUND			<input type="checkbox"/> C. CHEMICAL/PHYSICAL	None
<input type="checkbox"/> D. TANK, ABOVE GROUND			<input type="checkbox"/> D. BIOLOGICAL	06 AREA OF SITE
<input type="checkbox"/> E. TANK, BELOW GROUND			<input type="checkbox"/> E. WASTE OIL PROCESSING	170 (Acres)
<input type="checkbox"/> F. LANDFILL			<input type="checkbox"/> F. SOLVENT RECOVERY	
<input type="checkbox"/> G. LANDFARM			<input type="checkbox"/> G. OTHER RECYCLING/RECOVERY	
<input type="checkbox"/> H. OPEN DUMP			<input type="checkbox"/> H. OTHER (Specify)	
<input type="checkbox"/> I. OTHER (Specify)				

07 COMMENTS

Slurry, generated from milling activities, was piped to the Richardson Flat area and currently covers approximately 160 acres. The metal sulfide, and carbonate-containing tailings material is presently a solid matrix. An ephemeral pond overlies a portion of the tailings.

IV. CONTAINMENT

01 CONTAINMENT OF WASTES (Check one)

☐ A. ADEQUATE, SECURE ☐ B. MODERATE ☒ C. INADEQUATE, POOR ☐ D. INSECURE, UNSOUND, DANGEROUS

02 DESCRIPTION OF DRUMS, DIKING, LINERS, BARRIERS, ETC

A dam at the northwest extension of the tailings is the only form of artificial containment on site. The tailings material is uncovered, and no underlying liner is present.

V. ACCESSIBILITY

01 WASTE EASILY ACCESSIBLE ☒ YES ☐ NO

02 COMMENTS

The site is not secured from public access or domestic livestock grazing.

VI. SOURCES OF INFORMATION (See specific references, e.g. state files, sample analysis, reports)

Ecology and Environment, Inc. Files, logbook, Sampling Activities Report.

00300005



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 7 - OWNER INFORMATION**

I. IDENTIFICATION

01 STATE	02 SITE NUMBER
UT	D980952840

II. CURRENT OWNER(S)				PARENT COMPANY (If applicable)			
01 NAME United Park City Mines Co.		02 D+B NUMBER		08 NAME N/A		09 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD, etc.) 309 Kearns Bldg.		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD, etc.)		11 SIC CODE	
05 CITY Salt Lake City	06 STATE UT	07 ZIP CODE 84101		12 CITY	13 STATE	14 ZIP CODE	
01 NAME		02 D+B NUMBER		08 NAME		09 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD, etc.)		11 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		12 CITY	13 STATE	14 ZIP CODE	
01 NAME		02 D+B NUMBER		08 NAME		09 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD, etc.)		11 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		12 CITY	13 STATE	14 ZIP CODE	
01 NAME		02 D+B NUMBER		08 NAME		09 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD, etc.)		11 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		12 CITY	13 STATE	14 ZIP CODE	
III. PREVIOUS OWNER(S) (List most recent first)				IV. REALTY OWNER(S) (If applicable, list most recent first)			
01 NAME		02 D+B NUMBER		01 NAME		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE	07 ZIP CODE	
01 NAME		02 D+B NUMBER		01 NAME		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE	07 ZIP CODE	
01 NAME		02 D+B NUMBER		01 NAME		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE	07 ZIP CODE	
01 NAME		02 D+B NUMBER		01 NAME		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE	07 ZIP CODE	
V. SOURCES OF INFORMATION (Give specific references e.g. state files, sampling analysis reports)							
Ecology and Environment, Inc. Files							



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 8 - OPERATOR INFORMATION**

I. IDENTIFICATION

01 STATE UT	02 SITE NUMBER D980952840
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CURRENT OPERATOR (Provide if different from owner)				OPERATOR'S PARENT COMPANY (If applicable)			
NAME		02 D+B NUMBER		10 NAME		11 D+B NUMBER	
United Park City Mines, Co				N/A			
STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		12 STREET ADDRESS (P.O. Box, RFD #, etc.)		13 SIC CODE	
309 Kearns Bldg.							
CITY		06 STATE 07 ZIP CODE		14 CITY		15 STATE 16 ZIP CODE	
Salt Lake City		UT 84101					
YEARS OF OPERATION		09 NAME OF OWNER					
		same as above.					
PREVIOUS OPERATOR(S) (List most recent first, provide only if different from owner)				PREVIOUS OPERATORS' PARENT COMPANIES (If applicable)			
NAME		02 D+B NUMBER		10 NAME		11 D+B NUMBER	
STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		12 STREET ADDRESS (P.O. Box, RFD #, etc.)		13 SIC CODE	
CITY		06 STATE 07 ZIP CODE		14 CITY		15 STATE 16 ZIP CODE	
YEARS OF OPERATION		09 NAME OF OWNER DURING THIS PERIOD					
NAME		02 D+B NUMBER		10 NAME		11 D+B NUMBER	
STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		12 STREET ADDRESS (P.O. Box, RFD #, etc.)		13 SIC CODE	
CITY		06 STATE 07 ZIP CODE		14 CITY		15 STATE 16 ZIP CODE	
YEARS OF OPERATION		09 NAME OF OWNER DURING THIS PERIOD					
NAME		02 D+B NUMBER		10 NAME		11 D+B NUMBER	
STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		12 STREET ADDRESS (P.O. Box, RFD #, etc.)		13 SIC CODE	
CITY		06 STATE 07 ZIP CODE		14 CITY		15 STATE 16 ZIP CODE	
YEARS OF OPERATION		09 NAME OF OWNER DURING THIS PERIOD					

SOURCES OF INFORMATION (See specific references e.g., state files, sample analysis, records.)

Ecology and Environment, Inc. Files.



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 9 - GENERATOR/TRANSPORTER INFORMATION**

I. IDENTIFICATION

01 STATE UT	02 SITE NUMBER D980952840
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II. ON-SITE GENERATOR

01 NAME None		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE	

III. OFF-SITE GENERATOR(S)

01 NAME None		02 D+B NUMBER		01 NAME		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE	07 ZIP CODE	

01 NAME		02 D+B NUMBER		01 NAME		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE	07 ZIP CODE	

IV. TRANSPORTER(S)

01 NAME Mr. Ray Wortey *		02 D+B NUMBER		01 NAME		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.) unknown		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE	07 ZIP CODE	

01 NAME		02 D+B NUMBER		01 NAME		02 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE	07 ZIP CODE	

V. SOURCES OF INFORMATION (Cite specific references e.g. State files, laboratory analysis reports)

* Allegedly removes tailings material for use as sewer line backfill and roadbase.

Ecology and Environment, Inc. Files - Letter from Dale Parker, Utah SHWB to Eric Johnson, EPA

00300008



POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 11 - ENFORCEMENT INFORMATION

1. IDENTIFICATION

01 STATE	02 SITE NUMBER
UT	D980952840

2. ENFORCEMENT INFORMATION


1. PAST REGULATORY/ENFORCEMENT ACTION ☐ YES ☒ NO

2. DESCRIPTION OF FEDERAL STATE LOCAL REGULATORY/ENFORCEMENT ACTION

- No agency enforcement action taken at this site.
- SI performed by State of Utah BSMW 12/21/84.
- SI performed by EPA FIT VIII, 6,7 & 8/85.

3. SOURCES OF INFORMATION (Cite specific references, e.g., State files, sample analysis reports)

Ecology and Environment, Inc. Files.

 POTENTIAL HAZARDOUS WASTE SITE SITE INSPECTION REPORT PART 1 - SITE LOCATION AND INSPECTION INFORMATION		I. IDENTIFICATION	
		01 STATE UT	02 SITE NUMBER D980952840
II. SITE NAME AND LOCATION			
01 SITE NAME (Legal, common or descriptive name of site) Richardson Flat Tailings		02 STREET, ROUTE NO., OR SPECIFIC LOCATION IDENTIFIER approx. 2.5 miles NE of Park City, Utah	
03 CITY Park City	04 STATE UT	05 ZIP CODE 84060	06 COUNTY Summit
07 COUNTY CODE 043		08 CONG DIST UT-03	
09 COORDINATES 40° 40' 50" LATITUDE 111° 26' 40" LONGITUDE		10 TYPE OF OWNERSHIP (Check one) <input type="checkbox"/> A. PRIVATE <input type="checkbox"/> B. FEDERAL <input type="checkbox"/> C. STATE <input type="checkbox"/> D. COUNTY <input type="checkbox"/> E. MUNICIPAL <input type="checkbox"/> F. OTHER	
III. INSPECTION INFORMATION			
01 DATE OF INSPECTION 6, 19, 85 * MONTH DAY YEAR		02 SITE STATUS <input type="checkbox"/> ACTIVE <input checked="" type="checkbox"/> INACTIVE	
03 YEARS OF OPERATION late 1960's, 1981 BEGINNING YEAR ENDING YEAR			
04 AGENCY PERFORMING INSPECTION (Check all that apply) <u>E&E</u> <input type="checkbox"/> A. EPA <input checked="" type="checkbox"/> B. EPA CONTRACTOR <u>Ecology & Environment Inc.</u> <input type="checkbox"/> C. MUNICIPAL <input type="checkbox"/> D. MUNICIPAL CONTRACTOR <input type="checkbox"/> E. STATE <input type="checkbox"/> F. STATE CONTRACTOR <input type="checkbox"/> G. OTHER			
05 CHIEF INSPECTOR Susan Kennedy		06 TITLE Terrestrial Biologist	
07 ORGANIZATION E&E		08 TELEPHONE NO. '303' 757-4984	
09 OTHER INSPECTORS Eric Johnson		10 TITLE EPA Reg. Site Project Officer	
11 ORGANIZATION EPA		12 TELEPHONE NO. '303' 293-1519	
Jeff Holcomb		Chemical Engineer	
Tom Smith		Safety Officer	
Wade Hansen		Geologist	
Rob Smith		Chief Hydrogeologist	
Dave Tuesday		Geochemist	
13 SITE REPRESENTATIVES INTERVIEWED E.L. Osika, Jr.		14 TITLE Vice President	
15 ADDRESS United Park City Mines 309 Kearns Bldg. Salt Lake City, UT		16 TELEPHONE NO. '801' 532-4031	
Kerry C. Gee		Geologist/ Engineer	
same as above		'801' 532-4031	
		()	
		()	
		()	
		()	
		()	
17 ACCESS GAINED BY (Check one) <input checked="" type="checkbox"/> PERMISSION <input type="checkbox"/> WARRANT		18 TIME OF INSPECTION	
19 WEATHER CONDITIONS varied			
IV. INFORMATION AVAILABLE FROM			
01 CONTACT Paula Schmittiel		02 OF (Agency/Organization) EPA - Region VIII Denver	
03 TELEPHONE NO. '303' 293-1518			
04 PERSON RESPONSIBLE FOR SITE INSPECTION FORM Susan Kennedy		05 AGENCY EPA	
06 ORGANIZATION E&E FIT VIII		07 TELEPHONE NO. (303) 757-4984	
08 DATE 8, 27, 85 MONTH DAY YEAR			

		POTENTIAL HAZARDOUS WASTE SITE SITE INSPECTION REPORT PART 2 - WASTE INFORMATION		I. IDENTIFICATION 01 STATE 02 SITE NUMBER UT D980952840	
II. WASTE STATES, QUANTITIES, AND CHARACTERISTICS					
01 PHYSICAL STATES (Check all that apply) <input checked="" type="checkbox"/> A SOLID <input checked="" type="checkbox"/> E. SLURRY <input checked="" type="checkbox"/> B POWDER, FINES <input type="checkbox"/> F LIQUID <input type="checkbox"/> C SLUDGE <input type="checkbox"/> G GAS <input type="checkbox"/> D. OTHER _____ (Specify)		02 WASTE QUANTITY AT SITE (Measures of waste quantities must be independent) TONS <u>2 million</u> ¹ CUBIC YARDS _____ NO. OF DRUMS _____		03 WASTE CHARACTERISTICS (Check all that apply) <input checked="" type="checkbox"/> A TOXIC <input checked="" type="checkbox"/> E. SOLUBLE <input type="checkbox"/> I. HIGHLY VOLATILE <input type="checkbox"/> B. CORROSIVE <input type="checkbox"/> F. INFECTIOUS <input type="checkbox"/> J. EXPLOSIVE <input type="checkbox"/> C. RADIOACTIVE <input type="checkbox"/> G. FLAMMABLE <input type="checkbox"/> K. REACTIVE <input checked="" type="checkbox"/> D. PERSISTENT <input type="checkbox"/> H. IGNITABLE <input type="checkbox"/> L. INCOMPATIBLE <input type="checkbox"/> M. NOT APPLICABLE	
III. WASTE TYPE					
CATEGORY	SUBSTANCE NAME	01 GROSS AMOUNT	02 UNIT OF MEASURE	03 COMMENTS	
SLU	SLUDGE				
OLW	OILY WASTE				
SOL	SOLVENTS				
PSD	PESTICIDES				
OCC	OTHER ORGANIC CHEMICALS				
IOC	INORGANIC CHEMICALS	Elevated arsenic, sodium, cyanide. ²			
ACD	ACIDS				
BAS	BASES				
MES	HEAVY METALS	Heavy metals in tailings material, at least 2 million tons of tailings.			
IV. HAZARDOUS SUBSTANCES (See Appendix for most frequently cited CAS Numbers)					
01 CATEGORY	02 SUBSTANCE NAME	03 CAS NUMBER	04 STORAGE/DISPOSAL METHOD	05 CONCENTRATION	06 MEASURE OF CONCENTRATION
IOC	Arsenic	999	Surface impoundment	1650	ug/g *
MES	Cadmium	999	(tailings)	56	ug/g
MES	Copper	999	"	435	ug/g
MES	Lead	999	"	538	ug/g
MES	Manganese	999	"	2280	ug/g
MES	Mercury	999	"	1.24	ug/g
MES	Nickel	7440-02-0	"	23	ug/g
MES	Silver	999	"	21	ug/g
IOC	Sodium	999	"	2998	ug/g
MES	Zinc	999	"	5353	ug/g
IOC	Cyanide	999	"	5.2	ug/g
* Concentration figures are averages of 4 surface tailings samples (RT-SO-4,5,6 & 7). Total metals. ²					
V. FEEDSTOCKS (See Appendix for CAS Numbers)					
CATEGORY	01 FEEDSTOCK NAME	02 CAS NUMBER	CATEGORY	01 FEEDSTOCK NAME	02 CAS NUMBER
FDS	none		FDS		
FDS			FDS		
FDS			FDS		
FDS			FDS		
VI. SOURCES OF INFORMATION (Cite specific references, e.g., state files, sample analysis reports)					
¹ Memo to File; J. Holcomb; 7/12/85. ² Analytical Results Report for Richardson Flat Tailings; Ecology and Environment, Inc. (E&E); 10/25/85; TDD R8-8508-07.					



I. IDENTIFICATION

D1 STATE	D2 SITE NUMBER
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UT

D980952840

II. WASTE STATES, QUANTITIES, AND CHARACTERISTICS

01 PHYSICAL STATES <i>(Check all that apply)</i> <input type="checkbox"/> A SOLID <input type="checkbox"/> E. SLURRY <input type="checkbox"/> B POWDER, FINES <input type="checkbox"/> F LIQUID <input type="checkbox"/> C SLUDGE <input type="checkbox"/> G GAS <input type="checkbox"/> D OTHER _____ <i>(Specify)</i>	02 WASTE QUANTITY AT SITE <i>(Measures of waste quantities must be independent)</i> TONS _____ CUBIC YARDS _____ NO OF DRUMS _____	03 WASTE CHARACTERISTICS <i>(Check all that apply)</i> <input type="checkbox"/> A TOXIC <input type="checkbox"/> E SOLUBLE <input type="checkbox"/> I HIGHLY VOLATILE <input type="checkbox"/> B CORROSIVE <input type="checkbox"/> F INFECTIOUS <input type="checkbox"/> J EXPLOSIVE <input type="checkbox"/> C RADIOACTIVE <input type="checkbox"/> G FLAMMABLE <input type="checkbox"/> K REACTIVE <input type="checkbox"/> D PERSISTENT <input type="checkbox"/> H IGNITABLE <input type="checkbox"/> L INCOMPATIBLE <input type="checkbox"/> M NOT APPLICABLE
--	---	--

III. WASTE TYPE

CATEGORY	SUBSTANCE NAME	01 GROSS AMOUNT	02 UNIT OF MEASURE	03 COMMENTS
SLU	SLUDGE			
OLW	OILY WASTE			
SOL	SOLVENTS			
PSD	PESTICIDES			
OCC	OTHER ORGANIC CHEMICALS			
IOC	INORGANIC CHEMICALS			
ACD	ACIDS			
BAS	BASES			
MES	HEAVY METALS			

IV. HAZARDOUS SUBSTANCES (See Appendix for most frequently cited CAS Numbers)

[illegible]

V. FEEDSTOCKS (See Appendix for CAS Numbers)

CATEGORY	01 FEEDSTOCK NAME	02 CAS NUMBER	CATEGORY	01 FEEDSTOCK NAME	02 CAS NUMBER
FDS			FDS		
FDS			FDS		
FDS			FDS		
FDS			FDS		

VI. SOURCES OF INFORMATION (Cite specific references, e.g., state files, sample analysis reports)

³ Analytical Results Report of Air Sampling at Richardson Flat; E&E FIT; 9/19/86; TDD R8-8608-05, E&E Files.



POTENTIAL HAZARDOUS WASTE SITE SITE INSPECTION REPORT

PART 3 - DESCRIPTION OF HAZARDOUS CONDITIONS AND INCIDENTS

I. IDENTIFICATION

01 STATE 02 SITE NUMBER
UT D980952840

II. HAZARDOUS CONDITIONS AND INCIDENTS

01 ☒ A. GROUNDWATER CONTAMINATION 02 ☐ OBSERVED (DATE: 8/2/85) ☐ POTENTIAL ☒ ALLEGED
03 POPULATION POTENTIALLY AFFECTED: 8 04 NARRATIVE DESCRIPTION
Ground water samples from UPCM wells (RF-GW-2, RF-GW-3) were collected and analyzed. Dissolved metals analyses revealed elevated levels of arsenic, cobalt, iron, manganese, and zinc. Two domestic wells (210' and 222' deep) have been identified within one mile of the site.⁴ The best information available indicates the wells are completed in Tertiary volcanic rock composed primarily of andesitic pyroclastics. Whether water-bearing units of unconsolidated deposits are hydraulically connected to underlying water-bearing unit of Tertiary origin is not known.

01 ☒ B. SURFACE WATER CONTAMINATION 02 ☒ OBSERVED (DATE: 6/20/85) ☐ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED: 414 04 NARRATIVE DESCRIPTION
Surface water samples from Silver Creek, collected downgradient of the site, contained elevated levels of lead. RT-SW-3 (downgradient) contained 1985 ug/l lead as compared to RT-SW-1 (upgradient) containing 147 ug/l lead. Arsenic levels were also elevated. Water diverted from Silver Creek is used for pasture-land irrigation (276 acres) within 3-stream miles of the site.^{6,7}

01 ☒ C. CONTAMINATION OF AIR 02 ☒ OBSERVED (DATE: 7/7/86) ☐ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED: 4500 04 NARRATIVE DESCRIPTION
Hi-volume air sampling performed on July 7-14, 1986 verified the release of inorganic contaminants to the air route. A 100 fold increase in airborne lead concentration was detected when comparing upwind versus downwind sampling stations. Values for arsenic, cadmium and zinc are also highly elevated over the background samples.³ Population residing within a 4-mile radius is approximately 4500.⁸

01 ☐ D. FIRE/EXPLOSIVE CONDITIONS 02 ☐ OBSERVED (DATE:) ☐ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED: 0 04 NARRATIVE DESCRIPTION
No recorded history -- fire and explosive conditions do not exist at the site.

01 ☒ E. DIRECT CONTACT 02 ☐ OBSERVED (DATE:) ☒ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED: 4500 04 NARRATIVE DESCRIPTION
The site is not secured from public access or access by domestic livestock. On June 19 and 20, vehicles were observed driving near the tailings area along the access road. Sheep and cattle were observed walking on the tailings on June 19 and 20, 1985.

01 ☒ F. CONTAMINATION OF SOIL 02 ☐ OBSERVED (DATE: 8/2/85) ☐ POTENTIAL ☒ ALLEGED
03 AREA POTENTIALLY AFFECTED: 640 (Acres) 04 NARRATIVE DESCRIPTION
Soil beneath the the tailings (RF-SS-6) contains elevated concentrations of antimony, arsenic, cadmium, copper, lead, magnesium, mercury, silver, sodium and zinc. Off site surface soil (RT-SO-1) contained elevated levels of arsenic, cadmium, lead, mercury and zinc probably due to wind deposition.²

01 ☒ G. DRINKING WATER CONTAMINATION 02 ☐ OBSERVED (DATE:) ☒ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED: 8 04 NARRATIVE DESCRIPTION
Two domestic wells are located within one mile of the tailings.⁴ Surface water from Silver Creek is not used for drinking water.⁹

01 ☒ H. WORKER EXPOSURE/INJURY 02 ☐ OBSERVED (DATE:) ☒ POTENTIAL ☐ ALLEGED
03 WORKERS POTENTIALLY AFFECTED: 5 04 NARRATIVE DESCRIPTION
The tailings are being removed by Mr. Ray Wortley to be used as backfill for sewer lines and road base. In addition, FTT members observed heavy equipment operators dumping what appeared to be native soil on the tailings area. Observations were made on June 19 and 20, 1985.

01 ☒ I. POPULATION EXPOSURE/INJURY 02 ☐ OBSERVED (DATE:) ☒ POTENTIAL ☐ ALLEGED
03 POPULATION POTENTIALLY AFFECTED: 4500 04 NARRATIVE DESCRIPTION
No recorded history of population exposure or injury, however, the site is not secured from public access or domestic livestock grazing. Population exposure of concern include airborne contaminants, food chain contamination associated with the surface water route, and threat to domestic wells.



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 3 - DESCRIPTION OF HAZARDOUS CONDITIONS AND INCIDENTS**

I. IDENTIFICATION

01 STATE 02 SITE NUMBER
UT D980952840

II. HAZARDOUS CONDITIONS AND INCIDENTS (Continued)

01 <input checked="" type="checkbox"/> J. DAMAGE TO FLORA 04 NARRATIVE DESCRIPTION Peripheral tailings support vegetation including <u>Juncus</u> sp., <u>Salix</u> sp. and <u>Verbascum thapsus</u> , but most of the tailings are denuded due to high levels of soluble salts and metals.	02 <input checked="" type="checkbox"/> OBSERVED (DATE: <u>6/19/85</u>)	<input type="checkbox"/> POTENTIAL	<input type="checkbox"/> ALLEGED
01 <input checked="" type="checkbox"/> K. DAMAGE TO FAUNA 04 NARRATIVE DESCRIPTION (include name(s) of species) No apparent damage to area fauna. Two muskrats were observed swimming in the drainage ditch on site (near RT-SW-4). Fish in Silver Creek could potentially be affected by lead and arsenic released from the tailings.	02 <input type="checkbox"/> OBSERVED (DATE: _____)	<input checked="" type="checkbox"/> POTENTIAL	<input type="checkbox"/> ALLEGED
01 <input checked="" type="checkbox"/> L. CONTAMINATION OF FOOD CHAIN 04 NARRATIVE DESCRIPTION The possibility exists for metals to move through the food chain 1) by domestic livestock grazing in areas where soil is contaminated; 2) by heavy metal concentration in local fish populations.	02 <input type="checkbox"/> OBSERVED (DATE: _____)	<input checked="" type="checkbox"/> POTENTIAL	<input type="checkbox"/> ALLEGED
01 <input checked="" type="checkbox"/> M. UNSTABLE CONTAINMENT OF WASTES <small>(Spills, Runoff, Standing liquids, Leaking drums)</small> 03 POPULATION POTENTIALLY AFFECTED: <u>4500</u> 04 NARRATIVE DESCRIPTION Tailings ponds are uncovered and therefore susceptible to gusty winds which carry fine-grain tailings material off-site. A dam constructed at the northwest end of the tailings prevents mass movement of solid material off-site.	02 <input type="checkbox"/> OBSERVED (DATE: _____)	<input type="checkbox"/> POTENTIAL	<input type="checkbox"/> ALLEGED
01 <input checked="" type="checkbox"/> N. DAMAGE TO OFFSITE PROPERTY 04 NARRATIVE DESCRIPTION The potential exists for damage to off-site property because the tailings material is allegedly being used as sewer line backfill and road base in the Park City area.	02 <input type="checkbox"/> OBSERVED (DATE: _____)	<input checked="" type="checkbox"/> POTENTIAL	<input type="checkbox"/> ALLEGED
01 <input checked="" type="checkbox"/> O. CONTAMINATION OF SEWERS, STORM DRAINS, WWTPs 04 NARRATIVE DESCRIPTION If tailings material is being used as sewer line backfill, the potential exists for sewer contamination by metals.	02 <input type="checkbox"/> OBSERVED (DATE: _____)	<input checked="" type="checkbox"/> POTENTIAL	<input type="checkbox"/> ALLEGED
01 <input type="checkbox"/> P. ILLEGAL/UNAUTHORIZED DUMPING 04 NARRATIVE DESCRIPTION Dumping of native soil on to the tailings was observed by FTT members, but is under the supervision of United Park City Mines.	02 <input type="checkbox"/> OBSERVED (DATE: _____)	<input type="checkbox"/> POTENTIAL	<input type="checkbox"/> ALLEGED
05 DESCRIPTION OF ANY OTHER KNOWN, POTENTIAL, OR ALLEGED HAZARDS No other hazards are known.			

III. TOTAL POPULATION POTENTIALLY AFFECTED: 4500

IV. COMMENTS**V. SOURCES OF INFORMATION** (Cite specific references, e.g., state laws, sample analysis reports)

- 4 Well Logs (#34833 and #A-34356).
- 5 Water Resources of the Heber-Kamas - Park City Area North-Central Utah; Tech. Publ. No. 27.
- 6 Telecon; S. Kennedy to J. Anderson; 7/18/85.
- 7 Weber River Decree and Corresponding Plat.

- 8 Telecon; S. Kennedy to J. Harrington; 9/4/85.
- 9 Telecon; S. Kennedy to L. Mize; 7/17/85.



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION
PART 4 - PERMIT AND DESCRIPTIVE INFORMATION**

I. IDENTIFICATION

01 STATE 02 SITE NUMBER
UT D980952840

II. PERMIT INFORMATION

01 TYPE OF PERMIT ISSUED (Check all that apply)	02 PERMIT NUMBER	03 DATE ISSUED	04 EXPIRATION DATE	05 COMMENTS
<input type="checkbox"/> A. NPOES				
<input type="checkbox"/> B. UIC				
<input type="checkbox"/> C. AIR				
<input type="checkbox"/> D. RCRA				
<input type="checkbox"/> E. RCRA INTERIM STATUS				
<input type="checkbox"/> F. SPCC PLAN				
<input type="checkbox"/> G. STATE (Specify)				
<input type="checkbox"/> H. LOCAL (Specify)				
<input type="checkbox"/> I. OTHER (Specify)				
<input checked="" type="checkbox"/> J. NONE				

III. SITE DESCRIPTION

01 STORAGE/DISPOSAL (Check all that apply)	02 AMOUNT	03 UNIT OF MEASURE	04 TREATMENT (Check all that apply)	05 OTHER
<input checked="" type="checkbox"/> A. SURFACE IMPOUNDMENT	2 million	tons	<input type="checkbox"/> A. INCENERATION	<input type="checkbox"/> A. BUILDINGS ON SITE
<input type="checkbox"/> B. PILES			<input type="checkbox"/> B. UNDERGROUND INJECTION	None
<input type="checkbox"/> C. DRUMS, ABOVE GROUND			<input type="checkbox"/> C. CHEMICAL/PHYSICAL	06 AREA OF SITE
<input type="checkbox"/> D. TANK, ABOVE GROUND			<input type="checkbox"/> D. BIOLOGICAL	160 (Acres)
<input type="checkbox"/> E. TANK, BELOW GROUND			<input type="checkbox"/> E. WASTE OIL PROCESSING	
<input type="checkbox"/> F. LANDFILL			<input type="checkbox"/> F. SOLVENT RECOVERY	
<input type="checkbox"/> G. LANDFARM			<input type="checkbox"/> G. OTHER RECYCLING/RECOVERY	
<input type="checkbox"/> H. OPEN DUMP			<input type="checkbox"/> H. OTHER (Specify)	
<input type="checkbox"/> I. OTHER (Specify)				

07 COMMENTS

Slurry, generated from milling activities, was piped to the Richardson Flat area and currently covers approximately 160 acres. The metal sulfide, and carbonate-containing tailings material is presently a solid matrix. An ephemeral pond overlies a portion of the tailings.

IV. CONTAINMENT

01 CONTAINMENT OF WASTES (Check one)

☐ A. ADEQUATE, SECURE ☐ B. MODERATE ☒ C. INADEQUATE, POOR ☐ D. INSECURE, UNSOUND, DANGEROUS

02 DESCRIPTION OF DRUMS, DIKING, LINERS, BARRIERS, ETC.

A dam at the northwest extension of the tailings is the only form of artificial containment on site. The tailings material is uncovered, and no underlying liner is present.

V. ACCESSIBILITY

01 WASTE EASILY ACCESSIBLE. ☒ YES ☐ NO

02 COMMENTS

The site is not secured from public access or domestic livestock grazing.

VI. SOURCES OF INFORMATION (Cite specific references, e.g. state files, sample analysis, reports)

See pages 2, 2A and 4.

POTENTIAL HAZARDOUS WASTE SITE SITE INSPECTION REPORT PART 5 - WATER, DEMOGRAPHIC, AND ENVIRONMENTAL DATA		I. IDENTIFICATION	
		01 STATE UT	02 SITE NUMBER D980952840

II. DRINKING WATER SUPPLY					
01 TYPE OF DRINKING SUPPLY (Check as applicable)		02 STATUS		03 DISTANCE TO SITE	
SURFACE	WELL	ENDANGERED	AFFECTED	MONITORED	
COMMUNITY	A. <input type="checkbox"/>	B. <input type="checkbox"/>	A. <input checked="" type="checkbox"/>	B. <input type="checkbox"/>	C. <input type="checkbox"/>
NON-COMMUNITY	C. <input type="checkbox"/>	D. <input checked="" type="checkbox"/>	D. <input type="checkbox"/>	E. <input type="checkbox"/>	F. <input type="checkbox"/>
				A. <u>3/4</u> (mi)	
				B. _____ (mi)	

III. GROUNDWATER					
01 GROUNDWATER USE IN VICINITY (Check one)					
<input type="checkbox"/> A. ONLY SOURCE FOR DRINKING <input checked="" type="checkbox"/> B. DRINKING <i>(Other sources available)</i> COMMERCIAL, INDUSTRIAL, IRRIGATION <i>(No other water sources available)</i>					
<input type="checkbox"/> C. COMMERCIAL, INDUSTRIAL, IRRIGATION <i>(Limited other sources available)</i>					
<input type="checkbox"/> D. NOT USED, UNUSEABLE					
02 POPULATION SERVED BY GROUND WATER <u>8</u>			03 DISTANCE TO NEAREST DRINKING WATER WELL <u>3/4</u> (mi)		
04 DEPTH TO GROUNDWATER <u>50⁴</u> (ft)	05 DIRECTION OF GROUNDWATER FLOW <u>north</u>	06 DEPTH TO AQUIFER OF CONCERN <u>50</u> (ft)	07 POTENTIAL YIELD OF AQUIFER <u>unknown</u> (gpd)	08 SOLE SOURCE AQUIFER <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	
09 DESCRIPTION OF WELLS (including usage, depth, and location relative to population and buildings):					
<p>According to State records, two private domestic wells are located approximately 4000 feet southwest of the site. One of the wells is 210 feet deep with a static water level of 42 feet. The second well is 222 feet deep with a static water level of 55 feet.</p>					
10 RECHARGE AREA			11 DISCHARGE AREA		
<input checked="" type="checkbox"/> YES COMMENTS _____ <input type="checkbox"/> NO			<input type="checkbox"/> YES COMMENTS _____ <input checked="" type="checkbox"/> NO		

IV. SURFACE WATER			
01 SURFACE WATER USE (Check one)			
<input type="checkbox"/> A. RESERVOIR, RECREATION DRINKING WATER SOURCE			
<input checked="" type="checkbox"/> B. IRRIGATION, ECONOMICALLY IMPORTANT RESOURCES			
<input type="checkbox"/> C. COMMERCIAL, INDUSTRIAL			
<input type="checkbox"/> D. NOT CURRENTLY USED			
02 AFFECTED/POTENTIALLY AFFECTED BODIES OF WATER			
NAME:		AFFECTED	DISTANCE TO SITE
<u>Silver Creek</u>		<input checked="" type="checkbox"/>	<u>approx. 300'</u> (mi)
<u>GM Pace Ditch</u>		<input type="checkbox"/>	<u>approx. 400'</u> (mi)
		<input type="checkbox"/>	_____ (mi)

V. DEMOGRAPHIC AND PROPERTY INFORMATION			
01 TOTAL POPULATION WITHIN			02 DISTANCE TO NEAREST POPULATION
ONE (1) MILE OF SITE A. <u>11</u> NO. OF PERSONS	TWO (2) MILES OF SITE B. <u>570</u> NO. OF PERSONS	THREE (3) MILES OF SITE C. <u>4500</u> NO. OF PERSONS	<u>3/4</u> (mi)
03 NUMBER OF BUILDINGS WITHIN TWO (2) MILES OF SITE <u>150</u>			04 DISTANCE TO NEAREST OFF-SITE BUILDING <u>3/4</u> (mi)
05 POPULATION WITHIN VICINITY OF SITE (Provide narrative description of nature of population within vicinity of site, e.g., rural, village, densely populated urban area):			
<p>Park City, Utah is approximately 2.5 miles southwest of the site. The population fluctuates from 4500 to 10,000 during the winter ski season. The year-round permanent population is approximately 4500.</p>			



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 5 - WATER, DEMOGRAPHIC, AND ENVIRONMENTAL DATA**

I. IDENTIFICATION

01 STATE UT	02 SITE NUMBER D980952840
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VI. ENVIRONMENTAL INFORMATION**01 PERMEABILITY OF UNSATURATED ZONE (Check one)**

☐ A. $10^{-8} - 10^{-6}$ cm/sec ☐ B. $10^{-4} - 10^{-6}$ cm/sec ☐ C. $10^{-4} - 10^{-3}$ cm/sec ☒ D. GREATER THAN 10^{-3} cm/sec

02 PERMEABILITY OF BEDROCK (Check one)

☐ A. IMPERMEABLE
(Less than 10^{-6} cm/sec) ☒ B. RELATIVELY IMPERMEABLE
($10^{-4} - 10^{-6}$ cm/sec) ☐ C. RELATIVELY PERMEABLE
($10^{-2} - 10^{-4}$ cm/sec) ☐ D. VERY PERMEABLE
(Greater than 10^{-2} cm/sec)

03 DEPTH TO BEDROCK

25 (ft)

04 DEPTH OF CONTAMINATED SOIL ZONE

unknown (ft)

05 SOIL pH

7.74

06 NET PRECIPITATION

-12 (in)

07 ONE YEAR 24 HOUR RAINFALL

1.25 (in)

**08 SLOPE
SITE SLOPE**

0-5 %

DIRECTION OF SITE SLOPE

north northeast

TERRAIN AVERAGE SLOPE

0-5 %

09 FLOOD POTENTIAL

SITE IS IN 100 YEAR FLOODPLAIN

10

☐ SITE IS ON BARRIER ISLAND, COASTAL HIGH HAZARD AREA, RIVERINE FLOODWAY

11 DISTANCE TO WETLANDS (5 acre minimum)**ESTUARINE**

A. N/A (mi)

OTHER (freshwater)

B. (mi)

12 DISTANCE TO CRITICAL HABITAT (of endangered species)

N/A (mi)

ENDANGERED SPECIES: no endangered species in Park¹⁰
City area.

13 LAND USE IN VICINITY**DISTANCE TO:****COMMERCIAL/INDUSTRIAL**

A. 1.5 (mi)

**RESIDENTIAL AREAS, NATIONAL/STATE PARKS,
FORESTS, OR WILDLIFE RESERVES**

6 mi. National Forest

1.5 mi. Residential Area

B. 2 (mi)

**AGRICULTURAL LANDS
PRIME AG LAND AG LAND**

adjacent to site

C. N/A (mi) D. <1 mile (mi)
pastureland, hay

14 DESCRIPTION OF SITE IN RELATION TO SURROUNDING TOPOGRAPHY

Richardson Flat is a natural depression at the base of the Wasatch Range, adjacent to Silver Creek.

VII. SOURCES OF INFORMATION (Cite specific references, e.g., state files, sample analysis, reports)

¹⁰ Telecon; S. Kennedy to Larry England; 9/4/85.



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 6 - SAMPLE AND FIELD INFORMATION**

I. IDENTIFICATION

01 STATE	02 SITE NUMBER
UT	D980952840

II. SAMPLES TAKEN

SAMPLE TYPE	01 NUMBER OF SAMPLES TAKEN	02 SAMPLES SENT TO	03 ESTIMATED DATE RESULTS AVAILABLE
GROUNDWATER	3	EPA Region 8 Laboratory, Lakewood, CO	Rec'd 10/16/85
SURFACE WATER	6	" " "	Rec'd 7/12/85
Tailings Surface	4	" " "	Rec'd 7/12/85
WASTE Subsurface	4	EPA Region 8 Lab & Versar Inc. Springfield	Rec'd 10/16/85
AIR (High-vol)	29	Hittman-Ebasco, Columbia, MD	8/86
RUNOFF			
SPILL			
SOIL Surface	1	EPA Region 8 Lab, Lakewood, CO	Rec'd 7/12/85
Subsurface	2	EPA Region 8 Lab & Versar, Inc. Springfield	Rec'd 10/16/85
VEGETATION			
OTHER			

III. FIELD MEASUREMENTS TAKEN


01 TYPE	02 COMMENTS
pH	Ground water samples ranged from 6.43 to 6.89 Surface water samples (Silver Cr. tailings ditch) ranged from 7.26 to 7.54
temperature	Ground water 9.5°C to 11°C Surface water 19°C to 20°C
conductivity	Ground water 350 to 1450 umhos/cm Surface water 550 to 1400 umhos/cm
volatile organics (HNU)	No readings greater than background
radiation	No readings greater than background

IV. PHOTOGRAPHS AND MAPS

01 TYPE <input checked="" type="checkbox"/> GROUND <input type="checkbox"/> AERIAL	02 IN CUSTODY OF <u>Ecology and Environment FTT VIII Files</u> <small>(Name of organization or individual)</small>
03 MAPS <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	04 LOCATION OF MAPS <u>Ecology and Environment FTT VIII Files</u>

V. OTHER FIELD DATA COLLECTED (Provide narrative description)**VI. SOURCES OF INFORMATION** (Cite specific references, e.g., state files, sample analysis reports)

See pages 2, 2A, 4 and 7.

		POTENTIAL HAZARDOUS WASTE SITE SITE INSPECTION REPORT PART 7 - OWNER INFORMATION		I. IDENTIFICATION 01 STATE 02 SITE NUMBER UT D980952840	
II. CURRENT OWNER(S)			PARENT COMPANY (If applicable)		
01 NAME United Park City Mines Co.		02 D+B NUMBER		08 NAME N/A	
03 STREET ADDRESS (P.O. Box, RFD #, etc.) 309 Kearns Bldg.		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY Salt Lake City		06 STATE UT	07 ZIP CODE 84101	12 CITY	
01 NAME		02 D+B NUMBER		08 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	12 CITY	
01 NAME		02 D+B NUMBER		08 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	12 CITY	
01 NAME		02 D+B NUMBER		08 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	12 CITY	
01 NAME		02 D+B NUMBER		08 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	12 CITY	
01 NAME		02 D+B NUMBER		08 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		10 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	12 CITY	
III. PREVIOUS OWNER(S) (List most recent first)			IV. REALTY OWNER(S) (If applicable, list most recent first)		
01 NAME		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	05 CITY	
01 NAME		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	05 CITY	
01 NAME		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	05 CITY	
01 NAME		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY		06 STATE	07 ZIP CODE	05 CITY	
V. SOURCES OF INFORMATION (Cite specific references, e.g. state files, sample analysis, reports)					
See pages 2, 2A, 4 and 7.					



**POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 8 - OPERATOR INFORMATION**


I. IDENTIFICATION


01 STATE UT	02 SITE NUMBER D980952840
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II. CURRENT OPERATOR (Provide if different from owner)				OPERATOR'S PARENT COMPANY (If applicable)			
01 NAME United Park City Mines, Co		02 D+B NUMBER		10 NAME N/A		11 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.) 309 Kearns Bldg.		04 SIC CODE		12 STREET ADDRESS (P.O. Box, RFD #, etc.)		13 SIC CODE	
05 CITY Salt Lake City		06 STATE UT	07 ZIP CODE 84101	14 CITY		15 STATE	16 ZIP CODE
08 YEARS OF OPERATION		09 NAME OF OWNER same as above.					
III. PREVIOUS OPERATOR(S) (List most recent first, provide only if different from owner)				PREVIOUS OPERATORS' PARENT COMPANIES (If applicable)			
01 NAME		02 D+B NUMBER		10 NAME		11 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		12 STREET ADDRESS (P.O. Box, RFD #, etc.)		13 SIC CODE	
05 CITY		06 STATE	07 ZIP CODE	14 CITY		15 STATE	16 ZIP CODE
08 YEARS OF OPERATION		09 NAME OF OWNER DURING THIS PERIOD					
01 NAME		02 D+B NUMBER		10 NAME		11 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		12 STREET ADDRESS (P.O. Box, RFD #, etc.)		13 SIC CODE	
05 CITY		06 STATE	07 ZIP CODE	14 CITY		15 STATE	16 ZIP CODE
08 YEARS OF OPERATION		09 NAME OF OWNER DURING THIS PERIOD					
01 NAME		02 D+B NUMBER		10 NAME		11 D+B NUMBER	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		12 STREET ADDRESS (P.O. Box, RFD #, etc.)		13 SIC CODE	
05 CITY		06 STATE	07 ZIP CODE	14 CITY		15 STATE	16 ZIP CODE
08 YEARS OF OPERATION		09 NAME OF OWNER DURING THIS PERIOD					

IV. SOURCES OF INFORMATION (Cite specific references, e.g., state files, sample analysis, reports)

See pages 2, 2A, 4 and 7.

		POTENTIAL HAZARDOUS WASTE SITE SITE INSPECTION REPORT PART 9 - GENERATOR/TRANSPORTER INFORMATION		I. IDENTIFICATION 01 STATE 02 SITE NUMBER UT D980952840	
II. ON-SITE GENERATOR					
01 NAME None		02 D+B NUMBER			
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE			
05 CITY	06 STATE	07 ZIP CODE			
III. OFF-SITE GENERATOR(S)					
01 NAME None		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE
01 NAME		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE
01 NAME		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE
IV. TRANSPORTER(S)					
01 NAME Mr. Ray Wortley *		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.) unknown		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE
01 NAME		02 D+B NUMBER		01 NAME	
03 STREET ADDRESS (P.O. Box, RFD #, etc.)		04 SIC CODE		03 STREET ADDRESS (P.O. Box, RFD #, etc.)	
05 CITY	06 STATE	07 ZIP CODE		05 CITY	06 STATE
V. SOURCES OF INFORMATION (Cite specific references, e.g., State files, sample analysis, reports)					
<p>* Allegedly removes tailings material for use as sewer line backfill and roadbase.</p> <p>11 Site Inspection Report, Richardson Flat Tailings; Utah Bureau of Solid and Hazardous Waste; 9/4/84; in E&E files under TDD R8-8504-23.</p>					

 <div style="display: inline-block; vertical-align: middle; text-align: center;"> POTENTIAL HAZARDOUS WASTE SITE SITE INSPECTION REPORT PART 10 - PAST RESPONSE ACTIVITIES </div>		I. IDENTIFICATION <small>01 STATE 02 SITE NUMBER</small> UT D980952840	
II. PAST RESPONSE ACTIVITIES <small>(Continued)</small>			
01 <input type="checkbox"/> R. BARRIER WALLS CONSTRUCTED 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> S. CAPPING/COVERING 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> T. BULK TANKAGE REPAIRED 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> U. GROUT CURTAIN CONSTRUCTED 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> V. BOTTOM SEALED 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> W. GAS CONTROL 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> X. FIRE CONTROL 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> Y. LEACHATE TREATMENT 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> Z. AREA EVACUATED 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> 1. ACCESS TO SITE RESTRICTED 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> 2. POPULATION RELOCATED 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
01 <input type="checkbox"/> 3. OTHER REMEDIAL ACTIVITIES 04 DESCRIPTION None observed or reported.	02 DATE _____	03 AGENCY _____	
III. SOURCES OF INFORMATION <small>(Cite specific references e.g., state files, sample analysis, reports)</small>			
See pages 2, 2A, 4 and 7 and 11.			



POTENTIAL HAZARDOUS WASTE SITE
SITE INSPECTION REPORT
PART 11 - ENFORCEMENT INFORMATION

L IDENTIFICATION

01 STATE	02 SITE NUMBER
UT	D980952840

II. ENFORCEMENT INFORMATION

01 PAST REGULATORY/ENFORCEMENT ACTION ☐ YES ☒ NO

02 DESCRIPTION OF FEDERAL, STATE, LOCAL REGULATORY/ENFORCEMENT ACTION

- No agency enforcement action taken at this site.
- SI performed by State of Utah BSMW 12/21/84.
- SI performed by EPA FIT VIII, 6,7 & 8/85.
- Air sampling performed by EPA FIT VIII, 7/7-14/86.

III. SOURCES OF INFORMATION (Cite specific references, e.g., state files, sample analysis, reports)

See pages 2, 2A, 4 and 7 and 11.

Permit No.: UT-0022403

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION VIII
DENVER PLACE
999 18TH STREET, SUITE 500
DENVER, COLORADO 80202-2405

AUTHORIZATION TO DISCHARGE UNDER THE
NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM

In compliance with the provisions of the Clean Water Act, as amended,
(33 U.S.C. §1251 et seq; the "Act"),

the United Park City Mines Company,

is authorized to discharge from a facility located at Keetley Station, Utah,

to receiving waters named Drain Tunnel Creek, a tributary of the Provo River,

in accordance with discharge point(s), effluent limitations, monitoring
requirements and other conditions set forth herein.

This permit shall become effective November 1, 1987.

This permit and the authorization to discharge shall expire at midnight,
June 30, 1992.

Signed this 28th day of September 1987.



Authorized Permitting Official

Max H. Dodson
Director
Water Management Division

Title

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- B. Monitoring Procedures
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I. EFFLUENT LIMITATIONS AND MONITORING REQUIREMENTS

A. Definitions

1. The "30-day (and monthly) average," other than for fecal coliform bacteria and total coliform bacteria, is the arithmetic average of all samples collected during a consecutive 30-day period or calendar month, whichever is applicable. Geometric means shall be calculated for fecal coliform bacteria and total coliform bacteria. The calendar month shall be used for purposes of reporting self-monitoring data on discharge monitoring report forms.
2. The "7-day (and weekly) average," other than for fecal coliform bacteria and total coliform bacteria, is the arithmetic mean of all samples collected during a consecutive 7-day period or calendar week, whichever is applicable. Geometric means shall be calculated for fecal coliform bacteria and total coliform bacteria. The 7-day and weekly averages are applicable only to those effluent characteristics for which there are 7-day average effluent limitations. The calendar week which begins on Sunday and ends on Saturday shall be used for purposes of reporting self-monitoring data on discharge monitoring report forms. Weekly averages shall be calculated for all calendar weeks with Saturdays in the month. If a calendar week overlaps two months (i.e., the Sunday is in one month and the Saturday in the following month), the weekly average calculated for that calendar week shall be included in the data for the month that contains the Saturday.
3. "Daily Maximum" ("Daily Max.") is the maximum value allowable in any single sample or instantaneous measurement.
4. "Composite samples" shall be flow proportioned. The composite sample shall, as a minimum, contain at least four (4) samples collected over the compositing period. Unless otherwise specified, the time between the collection of the first sample and the last sample shall not be less than six (6) hours nor more than 24 hours. Acceptable methods for preparation of composite samples are as follows:
 - a. Constant time interval between samples, sample volume proportional to flow rate at time of sampling;
 - b. Constant time interval between samples, sample volume proportional to total flow (volume) since last sample. For the first sample, the flow rate at the time the sample was collected may be used;

A. Definitions (Continued)

- c. Constant sample volume, time interval between samples proportional to flow (i.e., sample taken every "x" gallons of flow); and,
 - d. Continuous collection of sample, with sample collection rate proportional to flow rate.
- 5. A "grab" sample, for monitoring requirements, is defined as a single "dip and take" sample collected at a representative point in the discharge stream.
 - 6. An "instantaneous" measurement, for monitoring requirements, is defined as a single reading, observation, or measurement.
 - 7. "Upset" means an exceptional incident in which there is unintentional and temporary noncompliance with technology-based permit effluent limitations because of factors beyond the reasonable control of the permittee. An upset does not include noncompliance to the extent caused by operational error, improperly designed treatment facilities, inadequate treatment facilities, lack of preventive maintenance, or careless or improper operation.
 - 8. "Bypass" means the intentional diversion of waste streams from any portion of a treatment facility.
 - 9. "Severe property damage" means substantial physical damage to property, damage to the treatment facilities which causes them to become inoperable, or substantial and permanent loss of natural resources which can reasonably be expected to occur in the absence of a bypass. Severe property damage does not mean economic loss caused by delays in production.
 - 10. "Director" means Director of the United States Environmental Protection Agency's Water Management Division.
 - 11. "EPA" means the United States Environmental Protection Agency.

B. Specific Limitations and Self-Monitoring Requirements

1. Effluent Limitations and Monitoring Requirements

During the period beginning with the effective date of this permit the permittee is authorized to discharge from Outfall serial number 001.

Such discharges shall be limited and monitored by the permittee as specified below:

<u>Effluent Characteristics</u>	<u>Discharge Limitations a/</u>		<u>Monitoring Requirements a/</u>	
	<u>Other Units (Specify)</u> <u>Monthly</u> <u>Average</u>	<u>Daily</u> <u>Maximum</u>	<u>Measurement</u> <u>Frequency</u>	<u>Sample</u> <u>Type</u>
Flow-M ³ /Day (MGD)	N/L	N/L	Continuous	Recorded
Total Suspended Solids	20 mg/L	30 mg/L	1/week	Grab
Lead, total	0.200 mg/L	0.300 mg/L	1/month	Grab
Lead, dissolved	N/L	0.05 mg/L	1/month	Grab
Zinc, total				
April-July	0.75 mg/L	1.5 mg/L	1/week	Grab
Aug.-March	0.50 mg/L	1.0 mg/L	1/week	Grab
Zinc, dissolved	0.25 mg/L	N/L	1/week	Grab
Copper, total	0.15 mg/L	0.3 mg/L	1/quarter	Grab
Copper, dissolved	N/L	0.05 mg/L	1/quarter	Grab
Mercury	0.001 mg/L	0.002 mg/L	1/quarter	Grab
Oil and Grease	N/L	10 mg/L	1/month	Grab
Whole Effluent Toxicity	See Specific Limitation No. 2		See Specific Limitation No. 2	
TDS	N/L	N/L	1/month	Grab

The discharge shall have a pH value between 6.5 and 9.0 at all times and shall be monitored daily by a grab sample.

There shall be no discharge of floating solids or visible foam in other than trace amounts.

Samples taken in compliance with the monitoring requirements specified above shall be taken at the following location: At the point of discharge from Ontario Drain Tunnel #2, after the final treatment pond.

a/ See Definitions part 1A for definition of terms.

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Permit No.: UT-0022403

B. Specific Limitations and Monitoring Requirements (Continued)

2. Starting in January, 1988, the permittee shall, once each calendar quarter, conduct acute static replacement toxicity tests on a grab sample or a flow proportioned composite sample of the final effluent.

The replacement static toxicity tests shall be conducted in accordance with the procedures set out in the latest revision of "Methods for Measuring the Acute Toxicity of Effluents to Freshwater and Marine Organisms", EPA-600/4-85-013 (Rev. March 1985). The permittee shall conduct an acute 48-hour static toxicity test using Ceriodaphnia sp. and an acute 96-hour static replacement toxicity test using fathead minnows 5 days (+ 2 day) of age. After each 24 hours of the test period, the dilutions shall be replaced with freshly prepared dilutions of the original effluent sample. The dilution water shall be reconstituted fresh water with hardness and alkalinity similar to that of the effluent.

Test results shall be reported along with the Discharge Monitoring Report (DMR) submitted for the end of the reporting calendar quarter (e.g., biomonitoring results for the calendar quarter ending March 31 shall be reported with the DMR due April 28, with the remaining biomonitoring reports submitted with DMRs due each July 28, October 28, and January 28). The format for the report shall be consistent with the February 1987 Region VIII Guidance For Biomonitoring Reporting, or its latest revision, and shall include all chemical and physical data as specified for the tests.

If the results for one year (four consecutive quarters) of biomonitoring indicate no acute toxicity, the permittee may request the permit issuing authority to allow the permittee to reduce the biomonitoring to quarterly acute toxicity testing on only one species. The permittee is to specify which species would be used in the testing. The permit issuing authority may approve or deny the request based on the biomonitoring results and other available information. If the request is approved, the test procedures are to be the same as specified above for the test species.

PART I

Page 7 of 20

Permit No.: UT-0022403

B. Specific Limitations and Monitoring Requirements (Continued)

3. The permittee shall develop and implement a Best Management Practices (BMP) Plan which prevents, or minimizes the potential for, the release of toxic substances from ancillary activities to waters of the United States through plant site runoff, spillage or leaks, sludge or waste disposal, or drainage from raw material storage. The Plan shall be developed within six months of the permit issuance and shall be implemented as soon as practicable, but not later than one year after the effective date of the permit. In addition to the general requirements of all BMP Plans, United Park City Mines Company shall be required to comply with the following Specific Conditions:
 - a. The permittee shall continue efforts to reduce the dispersion and migration of pollutants from the tailings pond site. These efforts shall include covering and revegetating parts of the site and diversion of snowmelt and stormwater runoff from the tailings pond, as well as containment of contaminated surface seepage from the toe and abutment of the tailings dam.
 - b. The permittee shall continue to divert as much water as possible from high zinc areas of the mine in an effort to reduce the dissolution of zinc from zinc-bearing ores.
4. The permittee shall monitor the Provo River above and below Drain Tunnel Creek if the pH of Outfall 001 drops below 8.2 for three consecutive days or if a known discharge of zinc in violation of the permit limitations occurs. Monitoring of the river for dissolved zinc, lead, and copper, and pH shall commence at the time of the known discharge of high zinc concentration or period of lowered pH and shall continue weekly for four weeks after the zinc concentration in Outfall 001 complies with permit limits or the pH of Outfall 001 increases to above 8.4. All monitoring shall be by grab samples. In addition, monitoring as described above shall be done weekly during periods when flow in the Provo River below the confluence with Drain Tunnel Creek is less than five times the flow from the mine, for a seven consecutive day period.

5. There shall be no point source discharge of pollutants into Silver Creek or its tributaries resulting from the permittee's operations.
 6. The permittee shall notify EPA and the State of Utah of the planned resumption of active operations prior to the production of ore and/or the operation of the mill. After the notice of active operations, the permit issuing authority will review the permit limitations in the context of BAT for metal mine drainage and current State standards, and will modify the permit as necessary.
 7. The permittee shall comply with Best Management Practices for Mountainlands 208 planning area.
 8. The permittee shall monitor Silver Creek and the five monitoring wells located below the tailings disposal site quarterly for the following parameters: total and dissolved zinc, total and dissolved lead, cyanide, total and dissolved manganese, TDS and pH.
 9. The permittee shall continue to operate the mine water treatment system even if the zinc concentration in the raw mine water is below the effluent limitations unless the permittee can demonstrate that the pH of both the raw mine water and settling pond effluents are sufficiently high to prevent dissolution of precipitated zinc sludge in the settling ponds, and no whole effluent toxicity is demonstrated.
- 12x
F-102
- discharge
- 1000

II. MONITORING, RECORDING AND REPORTING REQUIREMENTS

- A. Representative Sampling. Samples taken in compliance with the monitoring requirements established under Part I shall be collected from the effluent stream prior to discharge into the receiving waters. Samples and measurements shall be representative of the volume and nature of the monitored discharge.
- B. Monitoring Procedures. Monitoring must be conducted according to test procedures approved under 40 CFR Part 136, unless other test procedures have been specified in this permit.
- C. Penalties for Tampering. The Act provides that any person who falsifies, tampers with, or knowingly renders inaccurate, any monitoring device or method required to be maintained under this permit shall, upon conviction, be punished by a fine of not more than \$10,000 per violation, or by imprisonment for not more than six months per violation, or by both.
- D. Reporting of Monitoring Results. Effluent monitoring results obtained during the previous month shall be summarized and reported on a Discharge Monitoring Report Form (EPA No. 3320-1), postmarked no later than the 28th day of the month following the completed reporting period. The first report is due on September 28, 1987. If no discharge occurs during the reporting period, "no discharge" shall be reported. Legible copies of these, and all other reports required herein, shall be signed and certified in accordance with the requirements of Signatory Requirements (see Part IV), and submitted to the Director, Water Management Division and the State agency at the following addresses:

original to: United States Environmental Protection Agency
Region VIII
Denver Place
999 18th Street, Suite 500
Denver, Colorado 80202-2405

Attention: Water Management Division
Compliance Branch (8WM-C)

copy to: Utah Department of Health
Bureau of Water Pollution Control
P.O. Box 16690
Salt Lake City, Utah 84116-0690

Other testing and monitoring requirements contained in Part I B4 and Part I B8 shall be submitted to the Utah Department of Health on a quarterly basis.

- E. Compliance Schedules. Reports of compliance or noncompliance with, or any progress reports on interim and final requirements contained in any Compliance Schedule of this permit shall be submitted no later than 14 days following each schedule date.
- F. Additional Monitoring by the Permittee. If the permittee monitors any pollutant more frequently than required by this permit, using test procedures approved under 40 CFR 136 or as specified in this permit, the results of this monitoring shall be included in the calculation and reporting of the data submitted in the DMR. Such increased frequency shall also be indicated.
- G. Records Contents. Records of monitoring information shall include:
1. The date, exact place, and time of sampling or measurements;
 2. The individual(s) who performed the sampling or measurements;
 3. The date(s) analyses were performed;
 4. The individual(s) who performed the analyses;
 5. The analytical techniques or methods used; and,
 6. The results of such analyses.
- H. Retention of Records. The permittee shall retain records of all monitoring information, including all calibration and maintenance records and all original strip chart recordings for continuous monitoring instrumentation, copies of all reports required by this permit, and records of all data used to complete the application for this permit, for a period of at least three years from the date of the sample, measurement, report or application. This period may be extended by request of the Director at any time. Data collected on site, copies of Discharge Monitoring Reports, and a copy of this NPDES permit must be maintained on site during the duration of activity at the permitted location.
- I. Twenty-four Hour Notice of Noncompliance Reporting.
1. The following occurrences of noncompliance shall be reported by telephone within 24 hours from the time the permittee becomes aware of the circumstances:
 - a. Any noncompliance which may endanger health or the environment;
 - b. Any unanticipated bypass which exceeds any effluent limitation in the permit (See Part III.G., Bypass of Treatment Facilities.);
 - c. Any upset which exceeds any effluent limitation in the permit (See Part III.H., Upset Conditions.); or,
 - d. Violation of a maximum daily discharge limitation for any of the pollutants listed in the permit to be reported within 24 hours.

2. A written submission shall also be provided within five days of the time that the permittee becomes aware of the circumstances. The written submission shall contain:
 - a. A description of the noncompliance and its cause;
 - b. The period of noncompliance, including exact dates and times;
 - c. The estimated time noncompliance is expected to continue if it has not been corrected; and,
 - d. Steps taken or planned to reduce, eliminate, and prevent reoccurrence of the noncompliance.
3. The Director may waive the written report on a case-by-case basis if the oral report has been received within 24 hours by the Compliance Branch, Water Management Division, Denver, Colorado, by phone, (303) 293-1589.
4. Reports shall be submitted to the addresses in Part II.D., Reporting of Monitoring Results.
- J. Other Noncompliance Reporting. Instances of noncompliance not required to be reported within 24 hours shall be reported at the time that monitoring reports for Part II.D. are submitted. The reports shall contain the information listed in Part II.I.2.
- K. Inspection and Entry. The permittee shall allow the Director, or an authorized representative, upon the presentation of credentials and other documents as may be required by law, to:
 1. Enter upon the permittee's premises where a regulated facility or activity is located or conducted, or where records must be kept under the conditions of this permit;
 2. Have access to and copy, at reasonable times, any records that must be kept under the conditions of this permit;
 3. Inspect at reasonable times any facilities, equipment (including monitoring and control equipment), practices, or operations regulated or required under this permit; and,
 4. Sample or monitor at reasonable times, for the purpose of assuring permit compliance or as otherwise authorized by the Act, any substances or parameters at any location.

III. COMPLIANCE RESPONSIBILITIES

- A. Duty to Comply. The permittee must comply with all conditions of this permit. Any permit noncompliance constitutes a violation of the Act and is grounds for enforcement action; for permit termination, revocation and reissuance, or modification; or for denial of a permit renewal application. The permittee shall give advance notice to the Director of any planned changes in the permitted facility or activity which may result in noncompliance with permit requirements.
- B. Penalties for Violations of Permit Conditions. The Act provides that any person who violates a permit condition implementing Sections 301, 302, 306, 307, 308, 318, or 405 of the Act is subject to a civil penalty not to exceed \$10,000 per day of such violation. Any person who willfully or negligently violates permit conditions implementing Sections 301, 302, 306, 307, or 308 of the Act is subject to a fine of not less than \$2,500, nor more than \$25,000 per day of violation, or by imprisonment for not more than 1-year, or both. Except as provided in permit conditions on Part III.G., Bypass of Treatment Facilities and Part III.H., Upset Conditions, nothing in this permit shall be construed to relieve the permittee of the civil or criminal penalties for noncompliance.
- C. Need to Halt or Reduce Activity not a Defense. It shall not be a defense for a permittee in an enforcement action that it would have been necessary to halt or reduce the permitted activity in order to maintain compliance with the conditions of this permit.
- D. Duty to Mitigate. The permittee shall take all reasonable steps to minimize or prevent any discharge in violation of this permit which has a reasonable likelihood of adversely affecting human health or the environment.
- E. Proper Operation and Maintenance. The permittee shall at all times properly operate and maintain all facilities and systems of treatment and control (and related appurtenances) which are installed or used by the permittee to achieve compliance with the conditions of this permit. Proper operation and maintenance also includes adequate laboratory controls and appropriate quality assurance procedures. This provision requires the operation of back-up or auxiliary facilities or similar systems which are installed by a permittee only when the operation is necessary to achieve compliance with the conditions of the permit. However, the permittee shall operate, as a minimum, one complete set of each main line unit treatment process whether or not this process is needed to achieve permit compliance.
- F. Removed Substances. Collected screenings, grit, solids, sludges, or other pollutants removed in the course of treatment shall be buried or disposed of in such a manner as to prevent any pollutant from entering any waters of the state or creating a health hazard. Sludge/digester supernatant and filter backwash shall not directly enter either the final effluent or waters of the United States by any other direct route.

PART III

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Permit No.: UT-0022403

G. Bypass of Treatment Facilities:

1. Bypass not exceeding limitations. The permittee may allow any bypass to occur which does not cause effluent limitations to be exceeded, but only if it also is for essential maintenance to assure efficient operation. These bypasses are not subject to the provisions of paragraphs 2. and 3. of this section. Return of removed substances, as described in Part III.F., to the discharge stream shall not be considered a bypass under the provisions of this paragraph.
2. Notice:
 - a. Anticipated bypass. If the permittee knows in advance of the need for a bypass, it shall submit prior notice, if possible at least 60 days before the date of the bypass.
 - b. Unanticipated bypass. The permittee shall submit notice of an unanticipated bypass as required under Part II.I., Twenty-four Hour Reporting.
3. Prohibition of bypass.
 - a. Bypass is prohibited and the Director may take enforcement action against a permittee for a bypass, unless:
 - (1) The bypass was unavoidable to prevent loss of life, personal injury, or severe property damage;
 - (2) There were no feasible alternatives to the bypass, such as the use of auxiliary treatment facilities, retention of untreated wastes, or maintenance during normal periods of equipment downtime. This condition is not satisfied if adequate back-up equipment should have been installed in the exercise of reasonable engineering judgement to prevent a bypass which occurred during normal periods of equipment downtime or preventive maintenance; and,
 - (3) The permittee submitted notices as required under paragraph 2. of this section.
 - b. The Director may approve an anticipated bypass, after considering its adverse effects, if the Director determines that it will meet the three conditions listed above in paragraph 3.a. of this section.

PART III

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Permit No.: UT-0022403

H. Upset Conditions.

1. Effect of an upset. An upset constitutes an affirmative defense to an action brought for noncompliance with technology based permit effluent limitations if the requirements of paragraph 2. of this section are met. No determination made during administrative review of claims that noncompliance was caused by upset, and before an action for noncompliance, is final administrative action subject to judicial review.
2. Conditions necessary for a demonstration of upset. A permittee who wishes to establish the affirmative defense of upset shall demonstrate, through properly signed, contemporaneous operating logs, or other relevant evidence that:
 - a. An upset occurred and that the permittee can identify the cause(s) of the upset;
 - b. The permitted facility was at the time being properly operated;
 - c. The permittee submitted notice of the upset as required under Part II.I., Twenty-four Hour Notice of Noncompliance Reporting; and,
 - d. The permittee complied with any remedial measures required under Part III.D., Duty to Mitigate.
3. Burden of proof. In any enforcement proceeding, the permittee seeking to establish the occurrence of an upset has the burden of proof.

- I. Toxic Pollutants. The permittee shall comply with effluent standards or prohibitions established under Section 307(a) of the Act for toxic pollutants within the time provided in the regulations that establish those standards or prohibitions, even if the permit has not yet been modified to incorporate the requirement.

- J. Changes in Discharge of Toxic Substances. Notification shall be provided to the Director as soon as the permittee knows of, or has reason to believe:
1. That any activity has occurred or will occur which would result in the discharge, on a routine or frequent basis, of any toxic pollutant which is not limited in the permit, if that discharge will exceed the highest of the following "notification levels":
 - a. One hundred micrograms per liter (100 ug/L);
 - b. Two hundred micrograms per liter (200 ug/L) for acrolein and acrylonitrile; five hundred micrograms per liter (500 ug/L) for 2,4-dinitrophenol and for 2-methyl-4,6-dinitrophenol; and one milligram per liter (1 mg/L) for antimony;
 - c. Five (5) times the maximum concentration value reported for that pollutant in the permit application in accordance with 40 CFR 122.21(g)(7); or,
 - d. The level established by the Director in accordance with 40 CFR 122.44(f).
 2. That any activity has occurred or will occur which would result in any discharge, on a non-routine or infrequent basis, of a toxic pollutant which is not limited in the permit, if that discharge will exceed the highest of the following "notification levels":
 - a. Five hundred micrograms per liter (500 ug/L);
 - b. One milligram per liter (1 mg/L) for antimony;
 - c. Ten (10) times the maximum concentration value reported for that pollutant in the permit application in accordance with 40 CFR 122.21(g)(7); or,
 - d. The level established by the Director in accordance with 40 CFR 122.44(f).

IV. GENERAL REQUIREMENTS

- A. Planned Changes. The permittee shall give notice to the Director as soon as possible of any planned physical alterations or additions to the permitted facility. Notice is required only when:
1. The alteration or addition to a permitted facility may meet one of the criteria for determining whether a facility is a new source as determined in 40 CFR 122.29(b); or,
 2. The alteration or addition could significantly change the nature or increase the quantity of pollutants discharged. This notification applies to pollutants which are subject neither to effluent limitations in the permit, nor to notification requirements under Part IV.A.1.
- B. Anticipated Noncompliance. The permittee shall give advance notice of any planned changes in the permitted facility or activity which may result in noncompliance with permit requirements.
- C. Permit Actions. This permit may be modified, revoked and reissued, or terminated for cause. The filing of a request by the permittee for a permit modification, revocation and reissuance, or termination, or a notification of planned changes or anticipated noncompliance, does not stay any permit condition.
- D. Duty to Reapply. If the permittee wishes to continue an activity regulated by this permit after the expiration date of this permit, the permittee must apply for and obtain a new permit. The application should be submitted at least 180 days before the expiration date of this permit.
- E. Duty to Provide Information. The permittee shall furnish to the Director, within a reasonable time, any information which the Director may request to determine whether cause exists for modifying, revoking and reissuing, or terminating this permit, or to determine compliance with this permit. The permittee shall also furnish to the Director, upon request, copies of records required to be kept by this permit.
- F. Other Information. When the permittee becomes aware that it failed to submit any relevant facts in a permit application, or submitted incorrect information in a permit application or any report to the Director, it shall promptly submit such facts or information.

G. Signatory Requirements. All applications, reports or information submitted to the Director shall be signed and certified.

1. All permit applications shall be signed as follows:
 - a. For a corporation: by a responsible corporate officer;
 - b. For a partnership or sole proprietorship: by a general partner or the proprietor, respectively;
 - c. For a municipality, State, Federal, or other public agency: by either a principal executive officer or ranking elected official.
2. All reports required by the permit and other information requested by the Director shall be signed by a person described above or by a duly authorized representative of that person. A person is a duly authorized representative only if:
 - a. The authorization is made in writing by a person described above and submitted to the Director, and,
 - b. The authorization specified either an individual or a position having responsibility for the overall operation of the regulated facility or activity, such as the position of plant manager, operator of a well or a well field, superintendent, position of equivalent responsibility, or an individual or position having overall responsibility for environmental matters for the company. (A duly authorized representative may thus be either a named individual or any individual occupying a named position.)
3. Changes to authorization. If an authorization under paragraph IV.G.2. is no longer accurate because a different individual or position has responsibility for the overall operation of the facility, a new authorization satisfying the requirements of paragraph IV.G.2. must be submitted to the Director prior to or together with any reports, information, or applications to be signed by an authorized representative.

4. Certification. Any person signing a document under this section shall make the following certification:

"I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations."

- H. Penalties for Falsification of Reports. The Act provides that any person who knowingly makes any false statement, representation, or certification in any record or other document submitted or required to be maintained under this permit, including monitoring reports or reports of compliance or noncompliance shall, upon conviction be punished by a fine of not more than \$10,000 per violation, or by imprisonment for not more than six months per violation, or by both.
- I. Availability of Reports. Except for data determined to be confidential under 40 CFR Part 2, all reports prepared in accordance with the terms of this permit shall be available for public inspection at the offices of the State water pollution control agency and the Director. As required by the Act, permit applications, permits and effluent data shall not be considered confidential.
- J. Oil and Hazardous Substance Liability. Nothing in this permit shall be construed to preclude the institution of any legal action or relieve the permittee from any responsibilities, liabilities, or penalties to which the permittee is or may be subject under Section 311 of the Act.

- K. Property Rights. The issuance of this permit does not convey any property rights of any sort, or any exclusive privileges, nor does it authorize any injury to private property or any invasion of personal rights, nor any infringement of federal, state or local laws or regulations.
- L. Severability. The provisions of this permit are severable, and if any provision of this permit, or the application of any provision of this permit to any circumstance, is held invalid, the application of such provision to other circumstances, and the remainder of this permit, shall not be affected thereby.
- M. Transfers. This permit may be automatically transferred to a new permittee if:
1. The current permittee notifies the Director at least 30 days in advance of the proposed transfer date;
 2. The notice includes a written agreement between the existing and new permittees containing a specific date for transfer of permit responsibility, coverage, and liability between them; and,
 3. The Director does not notify the existing permittee and the proposed new permittee of his or her intent to modify, or revoke and reissue the permit. If this notice is not received, the transfer is effective on the date specified in the agreement mentioned in paragraph 2. above.
- N. State Laws. Nothing in this permit shall be construed to preclude the institution of any legal action or relieve the permittee from any responsibilities, liabilities, or penalties established pursuant to any applicable state law or regulation under authority preserved by Section 510 of the Act.

PART IV

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Permit No.: UT-0022403

0. Water Quality Standard Requirement - Reopener Provision

This permit may be reopened and modified (following proper administrative procedures) to include the appropriate effluent limitations and compliance schedule, if necessary, if one or more of the following events occurs:

1. Water Quality Standards for the receiving water(s) to which the permittee discharges are modified in such a manner as to produce different effluent limits than contained in this permit.
2. A final wasteload allocation is developed and approved by the State and/or EPA for incorporation in this permit.
3. A revision to the current 208 plan is approved and adopted which calls for different effluent limitations than contained in this permit.



C0300043

Norman H. Bangerter
GovernorSuzanne Dandoy, M.D., M.P.H.
Executive Director

September 23, 1986

MEMORANDUM TO: Dale D. Parker, Director
Bureau of Solid and Hazardous Waste

THROUGH: Loretta Pickerell
Superfund Program Manager

FROM: Muhammad A. Slam and John Trepanowski
Engineers

SUBJECT: Rerouting of U.S. 40 Near Richardson Flat

The Bureau of Solid and Hazardous Waste (BSHW) staff held a meeting with United Park City Mines (UPCM) on September 22, 1986. The following persons participated in the meeting:

Mary Pat Bock	BSHW
Muhammad A. Slam	BSHW
John Trepanowski	BSHW
E. L. Osika	UPCM
Kerry Gee	UPCM
Rosemary Beless	Fabian & Clendenin, Attorney

Background:

The Utah Department of Transportation (UDOT) is planning to reroute U.S. 40 near the Richardson Flat and Park City Landfill CERCLA sites. The original highway construction plan did not impact either of these sites. However, UDOT has revised their construction plans recently. The revised plan will substantially impact the CERCLA sites and a wetlands area near these sites.

Issues:

- (1) The proposed new route of U.S. 40 will pass through the sanitary landfill. The sanitary landfill contains sewage sludge, domestic waste and, potentially, hazardous waste. UDOT is planning to move the landfilled waste, including sewage sludge, from the road path. The removed waste will be disposed in the highway berms at the landfill site and in the interchange, which is located in the nearby wetland area. This will require an NPDES permit under the Clean Water Act, according to Mr. Beless. Also a solid waste permit from BSHW will be required.

BSHW (CERCLA Section) is currently investigating the Park City Landfill as a potential Superfund site. A Preliminary Assessment for this site is scheduled to be conducted this quarter.

As part of their landfill assessment, UDOT is planning to drill holes through the landfill. It is unclear whether UDOT understands the health and safety concerns associated with this action.

- (2) Richardson Flat is a potential Superfund site; the U.S. Environmental Protection Agency and the BSHW are currently investigating this site. The proposed plan calls for the road from U.S. 40 to Kamas (U.S. 189) to intersect the tailings dam. A substantial portion of the dam's toe will be removed by the road construction. This may impact on the stability of the tailings pond dam and may allow releases to the environment via several pathways, e.g., surface runoff and dam failures. If the highway construction did impact the site, UDOT and/or the U.S. Bureau of Reclamation may be considered a potentially responsible party (PRP) for this site.
- (3) UPCM has installed monitoring wells at Richardson Flat to comply with their NPDES permit. Two monitoring wells will be taken out of service if the proposed highway construction plan is implemented.
- (4) UDOT will drill some test borings in the area. If these borings are not plugged properly, it may lead to cross-contamination of a deeper aquifer, according to UPCM. Permits from DNR are required for these wells.
- (5) The U.S. 40 - U.S. 189 interchange is proposed for a wetlands area of Silver Creek. Therefore, a 404 permit will be required for this portion of the project.

Recommendations:

It appears that UDOT and the Bureau of Reclamation have not considered all of the environmental issues mentioned above. A meeting of concerned parties listed below should be scheduled promptly to discuss and resolve these issues.

1. Bureau of Solid and Hazardous Waste
2. Bureau of Water Pollution Control
3. Bureau of Reclamation
4. Utah Department of Transportation

MS/pw

9024U/28-29

ANALYTICAL RESULTS REPORT OF
AIR SAMPLING AT RICHARDSON FLAT
PARK CITY, UTAH

TDD R8-8608-05
EPA ID: UTD980952840

EPA PROJECT OFFICER: PAULA SCHMITTDIEL
E&E PROJECT OFFICER: HENRY SCHMELZER
REVIEWED BY: KARL FORD

SUBMITTED TO: LES SPRENGER, FIT-RPO
DAVE SCHALLER, SITE EVALUATION CHIEF

DATE SUBMITTED: SEPTEMBER 19, 1986
DATE RESUBMITTED: SEPTEMBER 9, 1987

ANALYTICAL RESULTS REPORT
FOR RICHARDSON FLAT TAILINGS
PARK CITY, UTAH
TDD #R8-8608-05

I. INTRODUCTION

This report was prepared to satisfy the requirements of Technical Directive Document (TDD) R8-8608-05 issued to Ecology and Environment's Field Investigation Team (E&E FIT) by Region VIII Environmental Protection Agency (EPA). This report addresses the analytical results for the air sampling activities conducted at the Richardson Flat Tailings site in Park City, Utah. FIT members conducting the air sampling during July 7-14, 1986 were Henry Schmelzer and Dave Franzen. Sampling procedures used in this investigation conform to the Region VIII FIT SOP for Hi-Vol Air Sampling at Hazardous Waste Site; the Quality Assurance Handbook for Air Pollution Measurement Systems, Volume II - Ambient Air Specific Methods; EPA-600/4-77-027A, May, 1977, U.S. EPA, Research Triangle Park, N.C.; and 40 CFR Part 58, July, 1983.

The overall scope of the project involved the set up and operation of a total of five high volume (hi-vol) air samplers at four sampling locations over a five day period. A total of twenty-nine samples were collected including four duplicates and five blanks. Site access was set up by Sue Kennedy of Ecology and Environment, and Kelcey Land and Matt Cohn of Region VIII EPA.

The objectives of this investigation were to determine if the migration of heavy metal contaminated suspended particulate matter exists and to further substantiate and complete the HRS air route score. This score was previously based on photo-documentation of wind blown tailings material.

II. SITE DESCRIPTION

Richardson Flat Tailings is located in Summit County, Utah approximately 3.5 miles northeast of Park City. The tailings cover approximately 160 acres in the NW 1/4, Section 1 and NE 1/4 of Section 2, Township 2 South, Range 4 East (Figure 1). Highway 40 runs east and north of the area, and a Union Pacific Railroad track bisects the southern portion of the tailings. Silver Creek is located approximately 500 feet from the northwestern most extension of the tailings. An intermittent stream (water diversion ditch) forms the southeastern border of the tailings. An ephemeral pond overlies the northeastern portion of the tailings, and is contained by a dam at the northwestern end.

III. SITE HISTORY

The mill tailings at Richardson Flat came from the Keetley Ontario Mine and other metal mines currently owned by United Park City Mines (UPCM). The most recent use of the area for tailings disposal was during the period of time from 1975 to 1981. During this time, UPCM had all its mining properties leased to either Park City Ventures or Noranda Mining, Inc. who constructed and operated milling facilities on UPCM property.

It is estimated that at least seven million tons of tailings were deposited on Richardson Flat. While there is no current dumping of tailings on site, Mr. Ray Wortley is leasing the land the tailings are on from UPCM and using the tailings material for sewer line and road base backfill.

The site is not secured in any way from public access. An unpaved county road along the southern boundary of the tailings is unrestricted. Cattle and sheep are grazed in the area, and cattle have been observed walking across the tailings.

On June 20, 1985, clouds of fugitive dust moving offsite as a result of strong winds from the west-northwest were photographed by the original EPA-FIT team doing the site investigation. Results of analyses of surface tailings samples showed concentrations as high as 3,600 ppm arsenic, 80 ppm cadmium, 8,530 ppm lead, and 6,360 ppm zinc. Mean soil concentrations for those metals in the western U.S. respectively are 5.5 ppm, 0.2 ppm, 17 ppm, and 55 ppm (Shacklette, 1984).

IV. METEOROLOGY

The Richardson Flat tailings lie in a small flat topographic basin of approximately 800 acres. The configuration of the basin was expected to have a pronounced effect on local air flow. The basin is situated at 6600 feet elevation and is surrounded by ridges of the Wasatch Mountains that range from 6700 feet to 7600 feet. Silver Creek enters the basin from the west-southwest then angles to the north. Daytime up valley air flows were anticipated to originate from the west northwest. This was found to be the case.

The data presented in the following section was acquired from The Climatic Atlas of the United States, U.S. Department of Commerce, Environmental Sciences Services Administration, Environmental Data Service, June 1968. The climate of the Park City area is characterized by moderate fluctuations in temperature and precipitation throughout the year. Mean monthly temperatures range from 10 degrees Fahrenheit (°F) in December, January, and February to 80°F in June, July and August. During the month of July the average temperature is approximately 60°F. Precipitation for the Park City area varies from a mean monthly amount of 1.00 inches in July to 2.22 inches in December. Prevailing wind direction at Park City is typically from a southeasterly direction throughout the year. Relative humidity for the Park City area varies from 40 percent in August to 80 percent in December and February. The average relative humidity in July is 50 percent. Barometric pressure ranges from 1022 millibars (30.18 inches of mercury) in December and January to approximately 1010 millibars (29.83 inches of mercury) in June.

IX. CONCLUSIONS AND RECOMMENDATIONS

Table 4 compares the airborne metal concentrations of downgradient versus upgradient sample locations by sample day. Lead released from daily downgradient sample location ranged from 2.28 to 102.35 times the upgradient sample location. Zinc ranged from 2.43 to 49.58. Arsenic ranged from 7.33 to 48.84. Cadmium ranged from 1.0 to 82.5. When compared to the remote background, the increases are even higher: 261.56 for lead and 91.67 for cadmium.

Strong winds observed on the evening of July 7 prompted a night-time sample run. Winds during this sampling period were the strongest observed during the field activities and lasted throughout the sampling period. This may account for the largest release occurring on the first sampling day.

Based upon the information presented in this analytical results report, it can be concluded that Richardson Flat Tailing site is the source of a release of hazardous substances to the air. Onsite soil concentrations of arsenic, cadmium, lead and zinc documented in previous reports are yielding substantial concentrations of suspended particulates containing these elements. These contaminated particulates are migrating into the air at downwind sample locations on a daily basis when compared to the upwind sample location. The same is true when comparing the downwind samples to those taken at the same times from the remote background location. Based on this information, it is recommended that the Hazard Ranking System documentation package be updated and supplied with the current information.

TABLE 1
RICHARDSON FLATS
ARSENIC, CADMIUM, LEAD AND ZINC CONCENTRATIONS IN
TOTAL ug/filter BY SAMPLE DAY

	AM-06	AM-01	AM-04	AM-03	AM-02	AM-05A INITIAL LOCATION	A ST M
DAY 1	BLANK						
Arsenic	--	1.0u	54	1.0u	1.0u	17	
Cadmium	--	.5ur	4.8r	.5ur	.5u	5.2r	
Lead	--	3.4	959	.5u	8.3	348	
Zinc	--	17j	672j	.4uj	15j	527j	
DAY 2	BLANK						
Arsenic	1.0u	1.0u	1.5	1.4	6.8	1.0u	
Cadmium	.5ur	.5ur	.5ur	.5ur	.5ur	.5ur	
Lead	.5u	8.90	30	26	147	14	
Zinc	.4uj	21j	39j	34j	88j	17j	
DAY 3	BLANK						
Arsenic	1.0u	1.0u	1.5	1.0u	13	1.4	
Cadmium	.5ur	.5ur	.5ur	.5ur	.8r	.5ur	
Lead	.5u	12	36	25	264	30	
Zinc	.4uj	23j	43j	28j	169j	55j	
DAY 4	BLANK						
Arsenic	1.0u	1.0u	1.0u	1.2	6.6	--	
Cadmium	.5ur	.5ur	.5ur	.5ur	.5ur	--	
Lead	.5u	29	64	40	131	--	
Zinc	.4uj	43j	35j	36j	98j	--	
DAY 5	BLANK						
Arsenic	1.0u	1.0u	1.5	1.0u	1.8	--	
Cadmium	.5ur	.5ur	.5ur	.5ur	.5ur	--	
Lead	.5u	8.0	27	30	48	--	
Zinc	.4uj	22j	27j	23j	51j	--	

u Element is undetected. Detection limit given.

j Matrix spike recovery was 65% for cadmium. Actual value may be higher. Du relative percent of differences were out of CLP criteria for zinc.

r Matrix spike recovery for zinc was 60%. Values given are estimates.

TABLE 5
SOIL CONCENTRATION OF TASK 1 AND 2 METALS
IN RICHARDSON FLAT AREA

	CNTY RD 2' S0-01	CNTY RD 10' S0-02	US40 2' S0-03	US40 50' S0-04	HOTEL S0-05	WE U. AV
Aluminum	3790*	11900*	11300*	10500*	13200*	5
Antimony	18e	70e	89e	40e	104e	.
Arsenic	87	7.7	7.5	2.1u	188	5
Barium	95	200	144	668	225	5
Beryllium	.4ue	5.2e	43e	1.4e	1.0e	.
Cadmium	3.9*	12*	12*	4.5*	38*	.
Calcium	46900*	14300*	12900*	6350*	14900*	-
Chromium	17*	443*	743*	4.3*	21*	4
Cobalt	[2.9]e	14e	159e	11e	21e	7
Copper	21	44	100	15	222	2
Iron	10600	94200	10300	33900	46100	2
Lead	477*	133*	418*	13*	3479*	1
Magnesium	14200*	55800*	36700*	3560*	5550*	-
Manganese	284	8320	15400	112	1730	3
Mercury	1.0*	0.5*	0.2*	0.5*	3.9*	.
Nickel	12	44	52	21	34	1
Potassium	[436]e	1480e	[965]e	1160e	1960e	-
Selenium	1.0u	1.0u	1.0u	1.0u	6.9	.
Silver	2.0u	2.0u	2.0u	2.1u	18	.
Sodium	[336]	5620	5130	[976]	1320	-
Thallium	2.4	2.0u	2.0u	2.1u	13	.
Vanadium	11e	561e	1390e	81e	12e	7
Zinc	440*	331*	84*	96*	4630*	5

r Spike recovery beyond the $\pm 25\%$ control limit.

* Duplicate results exceeded the relative percent difference limit of $\pm 35\%$.
Consider an estimate.

e An interference may be present for these elements.

[] Results is below CLP contract detection limit but above the detection limit
instrument.

August 15, 1985

Robert L. Duprey
Director, Waste Management Division
United States Environmental Protection Agency
Region VIII
One Denver Place
Denver, Colorado 80202-2413

Re: Olsen/Niehart Reservoir, Mayflower Tailings,
and Richardson Flats Sites

Dear Bob:

This is in response to EPA's Memorandum of July 31, 1985, regarding eligibility of the Olsen/Niehart Reservoir, Mayflower Tailings, and Richardson Flats sites for investigation and cleanup under the State's Abandoned Mine Reclamation Program (AMR). None of these sites is included in Utah's AMR program and, therefore, monies allocated to Utah for abandoned mine reclamation under the Surface Mining Control And Reclamation Act (SMCRA) are not budgeted for these sites.

Your letter correctly summarizes the statutory requirements for use of SMCRA monies in reclamation of non-coal sites. Utah incorporates these requirements in the State Abandoned Mine Reclamation Regulations:

AMR 875.12 Eligible lands and water.

Non-coal lands and water are eligible for reclamation if:

(a) They were mined or affected by mining processes;

(b) They were mined prior to August 1977, and left or abandoned in either an unreclaimed or inadequately reclaimed condition;

Robert L. Duprey
August 15, 1985
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(c) There is no continuing responsibility for reclamation by the operator, permittee, or agent of the permittee under statutes of the State or Federal Government or the State as a result of bond forfeiture. Bond forfeiture will render lands or water ineligible only if the amount forfeited is sufficient to pay the total cost of the necessary reclamation. In cases where the forfeited bond is insufficient to pay the total cost of reclamation, additional moneys from the Account may be sought;

(d) The reclamation has been requested by the Governor;

(e) The reclamation is necessary for the protection of the public health and safety or all coal related reclamation has been accomplished; and

(f) Moneys allocated to the Division are available for the work.

Utah's Abandoned Mine Reclamation Plan addresses both coal and non-coal sites. Utah's allocation of SMRCA monies for the total program was about twenty-two million dollars through 1992. There are now approximately twelve million dollars remaining in the State's Abandoned Mine Reclamation Account.

Because of the large number of abandoned mines in Utah (87% non-coal) and the limited reclamation budget, the State plan establishes site selection and prioritization criteria which target principally sites posing immediate safety hazards. These sites generally encompass such hazards as open mine shafts, portals and adits; unstable high walls, mine fires and burning spoil piles, dangerous slide areas; mine gas buildups; water impoundments; subsidence areas; and unmarked mine pits. The plan stresses cost-effective use of reclamation funds at these sites and requires evaluation to determine the minimum amount of site reclamation needed to bring as many sites as possible to suitable land uses.

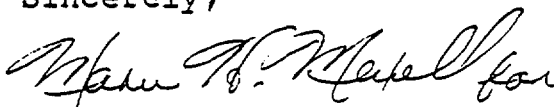
While abandoned mine sites posing environmental hazards are certainly eligible for reclamation activities under Utah's AMR authority, such sites are generally ranked below sites with high safety hazards. Unlike the remedial

Robert L. Duprey
August 15, 1985
Page 3

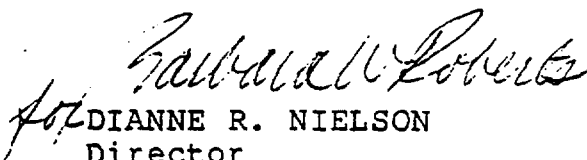
program under the federal Comprehensive Environmental Response Compensation And Liability Act (CERCLA), Utah's AMR program is not oriented to provide detailed investigation of releases of hazardous substances, nor is it sufficiently funded to provide for comprehensive site-specific environmental cleanups.

We hope that this information is helpful. If you have any further questions, please do not hesitate to contact us.

Sincerely,



KENNETH L. ALKEMA
Director
Division of Environmental Health



DIANNE R. NIELSON
Director
Division of Oil, Gas and Mining

ANALYTICAL RESULTS REPORT
RICHARDSON FLAT TAILINGS
SUMMIT COUNTY, UTAH

TDD R8-8508-07

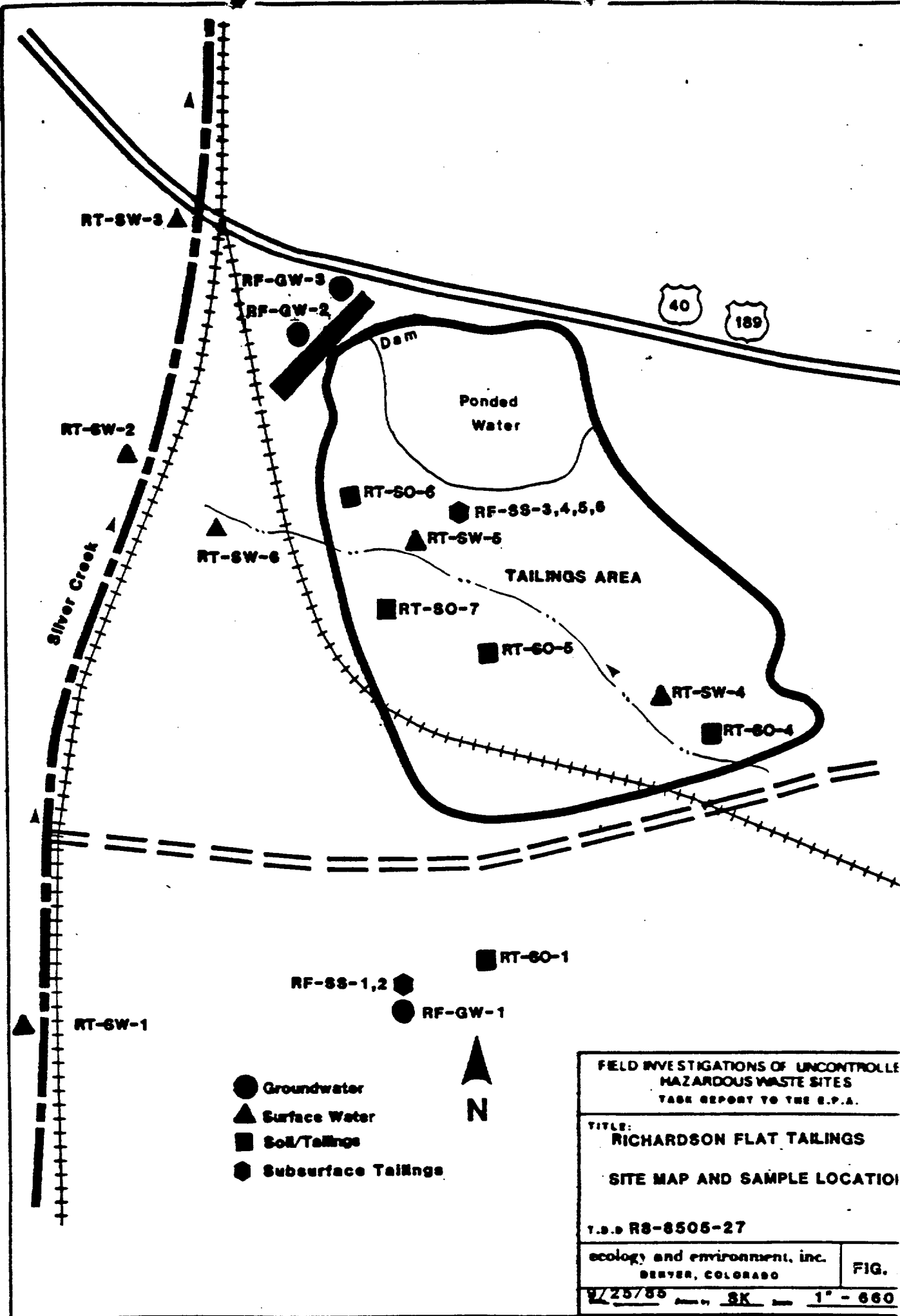
EPA REGIONAL SITE PROJECT OFFICER: ERIC JOHNSON

E&E PROJECT OFFICER: SUSAN KENNEDY

REVIEWED BY KARL FORD

SUBMITTED TO: KEITH SCHWAB, FIT-DPO
WILLIAM GEISE, REM-FIT COORDINATOR

DATE SUBMITTED: OCTOBER 25, 1985



C. SOIL AND TAILINGS SAMPLES

Analytical data for surface tailings samples (RT-SO-4, RT-SO-5, RT-SO-6 and RT-SO-7) reveal elevated concentrations of arsenic, cadmium, calcium, copper, lead, magnesium, mercury, silver, sodium and zinc, as compared to the off-site background soil sample (RT-SO-1). Elevated levels of the above constituents are typical in metal mine tailings, however, the off-site background soil sample contains substantially higher levels of arsenic, cadmium, lead, mercury and zinc as compared to mean concentrations for the Western United States (Table 4). Wind-blown tailings material is probably the primary source of contamination to nearby off-site surface soil. This idea is substantiated by comparison of the background surface soil sample data (RT-SO-1) to subsurface soil data (RF-SS-1, RF-SS-2). Most of the elemental constituents are elevated in the surface soil, but are greatly reduced in subsurface soil samples.

Data from subsurface tailings samples RF-SS-3, RF-SS-4 and RF-SS-5 indicate downward migration of antimony, arsenic, cadmium, copper, lead, magnesium, mercury, silver, sodium and zinc. As a result, soil beneath the tailings (RF-SS-6) contains elevated concentrations of all of the above constituents. Subsurface tailings data are presented in Table 5.

IV. SUMMARY

Although other upstream tailings or mining operations may be contributing inorganic contaminants to Silver Creek, a significant increase in surface water lead concentrations can be attributed to Richardson Flat Tailings. Water from Silver Creek is used for local irrigation.

A significant release of arsenic, cobalt, iron, manganese and zinc to downgradient ground water was demonstrated. However, hydrologic continuity between the contaminated aquifer and current

drinking water sources is unlikely. Any expansion of the Park City water supply should be thoroughly evaluated based on these findings.

Surface and subsurface tailings material contain high concentrations of heavy metals and arsenic. Subsurface tailings sample data indicate downward movement of contaminants in the solid matrix.

Elevated levels of metals and arsenic in nearby off-site soil may be attributed to wind-blown tailings from Richardson Flat.

V. RECOMMENDATIONS

1. An observed release of contaminants to the air route was scored based on photo-documentation of air-borne tailings material during collection of surface tailings sample (RT-SO-7). It is recommended that high-volume air sampling be conducted at the site to further substantiate and complete the HRS package.

2. Because the tailings material contains high concentrations of metals and arsenic, the area should be fenced to prevent on-site grazing by domestic sheep and cattle, and to keep people off the site.

3. Further surface water and sediment sampling is recommended to fully assess the hazard associated with irrigating area pasture land with water diverted directly downstream from Richardson Flat.

TABLE 1. ANALYTICAL DATA FOR UNFILTERED GROUND WATER SAMPLES
COLLECTED AT RICHARDSON FLAT TAILINGS, UTAH.
(Results in ug/l, ppb)

Parameter	Hole #1 RF-GW-1 Totals	UPCM #2 RF-GW-2 Totals	UPCM #1 RF-GW-3 Totals	UPCM #1 RF-GW-4 Totals	Drinking Water Criteria
TASK 1&2 METALS					
Aluminum	1,040	4,920	80,700	83,400	5,000(c)
Antimony	<5	63sc	<5	<5	146(b)
Arsenic	<5	349sc	78	70	50(a)
Barium	83	2,665sc	1,534	1,354	1,000(a)
Beryllium	<10	<10	<10	<10	0.037(b)
Cadmium	<5	16	42	48	10(a)
Calcium*	45	314	352	332	
Chromium	<5	42	98	104	50(a)
Cobalt	<5	80	46	48	
Copper	<5	190	1,583	1,350	1,000(b)
Iron	956	26,300	126,000	130,000	700(d)
Lead	<30	1,080	588	527	50(a)
Magnesium*	9.9	72	88	85	
Manganese	20	10,400	2,230	2,070	50(a)
Mercury	<0.1	0.1	0.70	0.60	2.0(a)
Nickel	<30	30	88	82	13.4(b)
Potassium					
Selenium	<5	<5	<5	<5	10(a)
Silver	<5	17	<5	<5	50(a)
Sodium*	16	54	44	44	
Thallium	<100	<100	<100	<100	13(b)
Tin					
Vanadium	<10	17	262	266	
Zinc	<5	2,790	650	569	5,000(b)
TASK 3 METAL					
Cyanide	<10	200	<10	<10	200(c)
SPECIAL ANION					
Sulfate*	35	775	625	1,025	250,000(c)

*mg/l or ppm

TABLE 2. ANALYTICAL DATA FOR FILTERED GROUND WATER SAMPLES
COLLECTED AT RICHARDSON FLAT TAILINGS, UTAH.
(Results in ug/l, ppb)

Parameter	Hole #1 RF-GW-1 Dissolved	UPCM #2 RF-GW-2 Dissolved	UPCM #1 RF-GW-3 Dissolved	UPCM #1 RF-GW-4 Dissolved
TASK 1&2 METALS				
Aluminum	<30	<30	<30	<30
Antimony	<5	<5	<5	<5
Arsenic	<5	9	<5	9
Barium	78	99	104	104
Beryllium	<10	<10	<10	<10
Cadmium	<5	<5	<5	<5
Calcium*	47	307	254	254
Chromium	<5	<5	<5	<5
Cobalt	<5	67	10	10
Copper	<5	<5	<5	<5
Iron	<10	14,800	376	300
Lead	<30	<30	<30	<30
Magnesium*	9.8	70	56	56
Manganese	11	9,990	924	903
Mercury	<0.1	<0.1	<0.1	<0.1
Nickel	<30	<30	<30	<30
Potassium				
Selenium	<5	<5	<5	<5
Silver	<5	<5	<5	<5
Sodium*	16	52	42	44
Thallium	<100	<100	<100	<100
Tin				
Vanadium	<10	<10	<10	<10
Zinc	6	144	<5	<5

TASK 3 METAL
Cyanide

*mg/l or ppm

TABLE 3. ANALYTICAL DATA FOR SURFACE WATER
COLLECTED AT RICHARDSON FLAT TAILINGS, UTAH.
(Results in ug/l, ppb)

Parameter	Upstream SC RT-SW-1	Midstream SC RT-SW-2	Downstream SC RT-SW-3	Southeast IS RT-SW-4	Mid IS RT-SW-5	West IS RT-SW-6
TASK 1&2 METALS	Total	Total	Total	Total	Total	Total
Aluminum	172	77	370	450	<30	35
Antimony	21	15	35	19	13	7
Arsenic	14	11	65	33	27	12
Barium	36	41	53	119	26	27
Beryllium	<10	<10	<10	<10	<10	<10
Cadmium	<5	<5	<5	<5	<5	<5
Calcium	137,000	119,000	124,000	128,000	252,000	287,000
Chromium	<5	<5	<5	<5	<5	<5
Cobalt	<5	<5	<5	<5	<5	<5
Copper	12	9	60	18	<5	<5
Iron	725	389	2,290	1,570	507	215
Lead	147	93	1,985	237	42	<30
Magnesium	22,200	24,000	26,000	35,400	55,400	59,200
Manganese	764	434	727	602	1,654	2,566
Mercury	0.2	0.1	0.57	0.1	<0.1	<0.1
Nickel	<30	<30	<30	<30	<30	<30
Potassium						
Selenium	<5	<5	<5	<5	<5	<5
Silver	<5	<5	<5	<5	<5	<5
Sodium	31,700	25,600	25,200	36,500	29,000	37,300
Thallium	<100	<100	<100	<100	<100	<100
Tin						
Vanadium	<10	<10	<10	<10	<10	<10
Zinc	2,690	1,650	2,730	350	1,410	812
SPECIAL ANION						
Sulfate	284	222	210	218	963	909
Chloride	47	27	28	50	40	33
pH	7.33	7.54	7.47	7.26	7.40	7.40
Conductivity**	600	600	550	700	1,200	1,400
Temperature °C	21	21	19	20	21	21

SC - Silver Creek

IS - Intermittent Stream

** - umhos/cm

TABLE 4. ANALYTICAL DATA FOR SURFACE SOIL AND TAILINGS
 SAMPLES COLLECTED AT RICHARDSON FLAT TAILINGS, UTAH.
 (Results in ug/g, ppm)

Parameter	Background Soil RT-SO-1	Southeast Tailings RT-SO-4	Middle Tailings RT-SO-5	Northwest Tailings RT-SO-6	North Tailings RT-SO-7	Mean for Western US*
TASK 1&2 METALS						
Aluminum	14,400	3,440	863	794	1,340	58,000
Antimony	39	<200	<200	<400	<300	0.47
Arsenic	58	3,600	1,500	900	600	5.5
Barium	178	105	58	6.2	27	580
Beryllium	<1.6	<1.9	<1.4	<1.8	<1.5	0.68
Cadmium	17	47	40	80	58	0.2
Calcium	8,200	45,600	49,500	16,900	75,200	
Chromium	24	60	15	7.8	19	41
Cobalt	11	6.9	2.3	<0.9	1.5	7.1
Copper	94	227	181	371	961	21
Iron	24,000	30,700	19,900	154,000	106,000	21,000
Lead	1,110	3,320	2,650	7,010	8,530	17
Magnesium	4,990	14,600	15,300	3,960	13,100	
Manganese	879	1,650	1,810	510	5,150	380
Mercury	0.59	1.70	2.61	0.14	0.50	0.05
Nickel	12	59	5.2	9.6	16	15
Potassium						
Selenium	<16	<20	<300	<400	<300	0.23
Silver	6.7	20	19	24	22	0.2
Sodium	1,020	3,470	2,960	3,280	2,280	
Thallium	<16	<19	<14	<18	<15	0.2
Tin						
Vanadium	37	9.1	3.5	4.8	6.5	70
Zinc	1,570	6,360	5,400	5,870	3,780	55
% Solids	97.4	95.8	96.9	90.6	93.7	

* Reference f

TABLE 5. ANALYTICAL DATA FOR SUBSURFACE SOIL AND TAILINGS
 SAMPLES COLLECTED AT RICHARDSON FLAT TAILINGS, UTAH.
 (Results in ug/g, ppm)

Parameter	Soil 5-7' RF-SS-1	Soil 10-12' RF-SS-2	Oxidized Tailings RF-SS-3	Reduced Tailings RF-SS-4	Tailings/ Soil Contact RF-SS-5	Soil beneath Tailings RF-SS-6
TASK 1&2 METALS						
Aluminum	16,900	16,700	844	484	1410	12,400
Antimony	<1	<1	31	49	171	14
Arsenic	6.5	6.3	311	328	218	34
Barium	125	147	31	86	64	235
Beryllium	<2	<2	<2	<2	<2	<2
Cadmium	6.8	7.4	53	169	61	15
Calcium	6,190	5,020	81,600	117,000	54,200	9,200
Chromium	19	19	6.3	16	14	15
Cobalt	8.7	9.5	<1	<1	4.5	16
Copper	14	17	225	225	335	105
Iron	18,500	19,700	80,800	68,000	22,600	15,100
Lead	37	37	2,770	4,720	4,920	1,090
Magnesium	6,240	7,620	11,100	12,900	13,300	4,530
Manganese	471	625	5,990	5,880	1,630	1,220
Mercury	<.05	<.05	0.94	1.97	2.26	0.40
Nickel	21	22	7	<6	<6	16
Potassium						
Selenium	<1	<1	1.0	<1	9.4	1.3
Silver	<1	<1	7.9	13	26	6.9
Sodium	308	279	2,230	11,300	6,100	1,010
Thallium	<20	<20	<20	<20	<20	<20
Tin						
Vanadium	31	28	3.1	<2	5.4	30
Zinc	70	44	3,980	23,200	12,700	1,510
% Solids	79.2	77.4	86.4	88.3	88.9	79.1
Task 3 Metal						
Cyanide	<0.4	<0.4	<0.4	5.2	<0.3	--

Scott M. Matheson
Governor



STATE OF UTAH
DEPARTMENT OF HEALTH
DIVISION OF ENVIRONMENTAL HEALTH
150 West North Temple, P.O. Box 2500, Salt Lake City, Utah 84110-2500

Kenneth Lee Alkema, D
Room 474 801-533-

August 15, 1984

James O. Mason, M.D., Dr.P.H.
Executive Director
801-533-6111

DIVISIONS

Community Health Services
Environmental Health
Family Health Services
Health Care Financing

OFFICES

Administrative Services
Community Health Nursing
Management Planning
Medical Examiner
State Health Laboratory

Mr. Eric Johnson
U.S. Environmental Protection Agency
Region VIII
1860 Lincoln Street
Denver, Colorado 80295

Subject: Preliminary Assessment Report Richardson Flat Tailings,
Summit County Utah

Dear Mr. Johnson:

Submitted herewith is a final preliminary assessment report for the Richardson Flat tailings.

Based upon information available at the time this assessment was made, it is recommended that this site be given a medium priority and that a site inspection be performed during the third quarter of 1984.

Richardson Flat tailings are located between Park City and Keetley Junction. The exact amount of tailings on-site is unknown. But it is estimated that there are approximately 7 million tons of tailings most likely deposited in the late 60's and early 70's.

The mill tailings at Richardson Flat came from the Ontario Keetley mine and other mines owned by United Park City mines. The tailings are next to Silver Creek and numerous small tributaries flow through the tailings. Mr. Ray Wortey is currently leasing the tailings from United Park City mines and is using the tailings as backfill for sewer lines and road base.

During the site inspection samples will be collected from surface water, groundwater (if found) and from the tailings. If you have any questions please contact Don Verbica.

Sincerely,

Dale D. Parker, Ph.D.
Executive Secretary
Utah Solid and Hazardous Wastes
Committee

EPA

POTENTIAL HAZARDOUS WASTE SITE
PRELIMINARY ASSESSMENT
PART 1 - SITE INFORMATION AND ASSESSMENT

I. IDENTIFICATION
01 STATE 02 SITE NO

II. SITE NAME AND LOCATION

01 SITE NAME (Logo, common or descriptive name of site)

Richardson's Flat Tailings

02 STREET, ROUTE NO. OR SPECIFICATION LOCATION IDENTIFIER 03 CITY

NW 1/4 Sec 1 T25 R4E

Park City East Quadrangle

04 STATE 05 ZIP CODE 06 COUNTY 07 COUNTY CODE 08 CONG DIST.

Utah

Summit

043

3

09 COORDINATES LATITUDE LONGITUDE

40 40 42.

111 27 05.

10 DIRECTIONS TO SITE (Starting from nearest public road)

Take I80 east from Salt Lake City. Turn south on Heber exit to Keetley June, site is approximately 2000' southeast of Keetley on south side of road next to Park City's landfill.

III. RESPONSIBLE PARTIES

01 OWNER (if known) 02 STREET (Business, mailing, residential)

Noranda (Park City Ventures)

P.O. Box 1450

03 CITY 04 STATE 05 ZIP CODE 06 TELEPHONE NUMBER

Park City

Utah

(801)649-9414

07 OPERATOR (if known and different from owner).

Park City Ventures

08 STREET (Business, mailing, residential) 09 CITY 10 STATE

P.O. Box 1450

Park City

Utah

11 ZIP CODE 12 TELEPHONE NUMBER

(801)649-9414

13 TYPE OF OWNERSHIP (Check one)

X A. PRIVATE B. FEDERAL: C. STATE
D. COUNTY E. MUNICIPAL F. OTHER: G. UNKNOWN

(Specify)

14 OWNER/OPERATOR NOTIFICATION ON FILE (Check all that apply)

A. RCRA 3001 DATE RECEIVED ___/___/___

B. UNCONTROLLED WASTE SITE (CERCLA 103c) DATE RECEIVED ___/___/___

X C. NONE

IV. CHARACTERIZATION OF POTENTIAL HAZARD

01 ON SITE INSPECTION BY (Check all that apply)

X YES DATE 06/04/84

NO

A. EPA B. EPA CONTRACTOR

X C. STATE D. OTHER CONTRACTOR

E. LOCAL HEALTH OFFICIAL

F. OTHER: _____

(Specify)

CONTRACTOR NAME(S):

02 SITE STATUS (check one)

A. ACTIVE

X B. INACTIVE

C. UNKNOWN

03 YEARS OF OPERATION

BEGINNING YEAR

ENDING YEAR

UNKNOWN

04 DESCRIPTION OF SUBSTANCES POSSIBLY PRESENT KNOWN OR ALLEGED

The mine tailings at Richardson flat came from the Ontario, Keetley mine. The tailing are next to Silver Creek and numerous small tributaries flow through the tailings. A Mr. Ray Wortley leases the tailings and is using them as backfill for sewer lines.

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EPA

POTENTIAL HAZARDOUS WASTE SITE
PRELIMINARY ASSESSMENT
PART 1 - SITE INFORMATION AND ASSESSMENT

I. IDENTIFICATION
01 STATE 02 SITE NO

IV CHARACTERIZATION OF POTENTIAL HAZARD

05 DESCRIPTION OF POTENTIAL HAZARD TO ENVIRONMENT AND/OR POPULATION

The tailings contain high levels of lead, arsenic and cadmium which are leachable and could migrate into the surface and groundwater.

V PRIORITY ASSESSMENT

01 PRIORITY FOR INSPECTION (Check one, if high or medium is checked, complete Part 2 - Waste Information and Part 3 - Description of Hazardous Conditions and Incidents)

A. HIGH X B. MEDIUM
(inspection required promptly) (inspection required)
C. LOW D. NONE
(inspect on time available basis) (No further action needed, complete current disposition form)

VI INFORMATION AVAILABLE FROM

01 CONTACT 02 OF (Agency, Organization) 03 TELEPHONE NUMBER
Don Verbica USHD/BSHW (801)533-4145
04 PERSON RESPONSIBLE FOR ASSESSMENT 05 AGENCY 06 ORGANIZATION 07 TELEPHONE NO.
Dale Parker USHD BSHW (801)533-4145
08 DATE
07/13/84
EPA FORM 2070-12(7-81)

POTENTIAL HAZARDOUS WASTE SITE
PRELIMINARY ASSESSMENT
PART 2 - WASTE INFORMATION

I. IDENTIFICATION
01 STATE 02 SITE NO

II. WASTE STATES, QUANTITIES, AND CHARACTERISTICS

01 PHYSICAL STATES (Check all that apply)

- A. SOLID E. SLURRY
B. POWDER, FINES F. LIQUID
C. SLUDGE G. GAS
D. OTHER _____

(Specify)

02 WASTE QUANTITY AT SITE

(Measures of waste quantities
must be independent)

* TONS 7 million

CUBIC YARDS _____

NO. OF DRUMS _____

03 WASTE CHARACTERISTICS (Check all that apply)

- X A. TOXIC X E. SOLUBLE I. HIGHLY VOLATILE
B. CORROSIVE F. INFECTIOUS J. EXPLOSIVE
C. RADIOACTIVE G. FLAMMABLE K. REACTIVE
X D. PERSISTENT H. IGNITABLE L. INCOMPATIBLE
M. NOT APPLICABLE

III. WASTE TYPE

CATEGORY	SUBSTANCE NAME	01 GROSS AMOUNT	02 UNIT OF MEASURE	03 COMMENTS
SLU	SLUDGE			
OLW	OILY WASTE			
SOL	SOLVENTS			
PSD	PESTICIDES			
OCC	OTHER ORGANIC CHEMICALS			
IOC	INORGANIC CHEMICALS	unknown	As	
ACD	ACIDS			
BAS	BASES			
MES	HEAVY METALS	unknown	Pb, Cd	

IV. HAZARDOUS SUBSTANCES (See Appendix for most frequently cited CAS Numbers)

01 CATEGORY	02 SUBSTANCE NAME	03 CAS NUMBER	04 STORAGE/ DISPOSAL METHOD	05 CONCENTRATION	06 MEASURE OF CONCENTRATION
MES	Lead	999	SI	31.8 ppm surface water	(total metals)
MES	cadmium	999	SI	.120 ppm surface water	(total metals)
IOC	arsenic	999	SI	.40 ppm surface water	(total metals)

V. FEEDSTOCKS (See Appendix for CAS Numbers)

CATEGORY	01 FEEDSTOCK NAME	02 CAS NUMBER	CATEGORY	01 FEEDSTOCK NAME	02 CAS NUMBER
FDS			FDS		
FDS			FDS		
FDS			FDS		

VI. SOURCES OF INFORMATION (Cite specific references, e.g., state files, sample analysis, reports)

sample analysis, state files

EPA

POTENTIAL HAZARDOUS WASTE SITE
PRELIMINARY ASSESSMENT
PART 3 - SITE INFORMATION AND ASSESSMENT

I. IDENTIFICATION
01 STATE 02 SITE NO

II. HAZARDOUS CONDITIONS AND INCIDENTS

01 A. GROUNDWATER CONTAMINATION 02 OBSERVED (DATE: _____) X POTENTIAL

03 POPULATION POTENTIALLY AFFECTED: 10,000¹* ALLEGED

04 NARRATIVE DESCRIPTION

Potential exists for the contamination of groundwater. The tailings lie next to Silver Creek and sit on top of old stream sediments (sands and clays). The water table is relatively high due to Silver Creek. The tailings are porous and could be leached, the resulting leachate could migrate into the groundwater.

01 B. SURFACE WATER CONTAMINATION 02 OBSERVED (DATE: _____) X POTENTIAL

03 POPULATION POTENTIALLY AFFECTED: 10,000¹* ALLEGED

04 NARRATIVE DESCRIPTION

Potential exists for the contamination of surface water. Many small tributaries of Silver Creek flow through the tailings and from a pond. Silver Creek lies due west of the site and could be effected by any leachate forming on the tailings.

01 C. CONTAMINATION OF AIR 02 OBSERVED (DATE: _____) X POTENTIAL ALLEGED

03 POPULATION POTENTIALLY AFFECTED: 10,000²* 04 NARRATIVE DESCRIPTION

Potential exists for contamination of air. The tailing consists of small particles that are easily air borne. Pictures taken of site show tailings blowing off-site. The tailings contain lead and cadmium which could be harmful if ingested.

01 D. FIRE/EXPLOSIVE CONDITIONS 02 OBSERVED (DATE: _____) POTENTIAL

03 POPULATION POTENTIALLY AFFECTED: _____ ALLEGED

04 NARRATIVE DESCRIPTION

Not applicable

01 E. DIRECT CONTACT 02 OBSERVED (DATE: _____) X POTENTIAL ALLEGED

03 POPULATION POTENTIALLY AFFECTED: 950³ 04 NARRATIVE DESCRIPTION

Potential exists for direct contact. There is no fence or guard to prevent people from entering the tailings pond.

01 F. CONTAMINATION OF SOIL 02 OBSERVED (DATE: _____) X POTENTIAL ALLEGED

03 AREA POTENTIALLY AFFECTED: unknown 04 NARRATIVE DESCRIPTION

Potential exists for contamination of soil. The tailings are porous and so is the surround soil. The soil has been in continuous contact with the tailings for a number of years. Any leachate formed by the tailings could have contaminated the soil.

01 G. DRINKING WATER CONTAMINATION 02 OBSERVED (DATE: _____) POTENTIAL

03 POPULATION POTENTIALLY AFFECTED: 10,000¹ ALLEGED

04 NARRATIVE DESCRIPTION

Potential exists for contamination of drinking water by the migration of leachate.

01 H. WORKER EXPOSURE/INJURY 02 OBSERVED (DATE: _____) POTENTIAL ALLEGED

03 WORKERS POTENTIALLY AFFECTED: 0 04 NARRATIVE DESCRIPTION

Mr. Ray Wortley has a lease on the mine tailings and is removing them for use in construction. A few workers load the tailings into dump trucks on-site. These workers could be affected if the tailings are harmful.

01 I. POPULATION EXPOSURE/INJURY 02 OBSERVED (DATE: _____) POTENTIAL ALLEGED

03 POPULATION POTENTIALLY AFFECTED: 950³ 04 NARRATIVE DESCRIPTION

The nearest large population is Park City which is approx. 2 miles from site. There is no means on-site to prevent direct access by the local population.

EPA FORM 2070-12(7-81)1 = 3 mile radius; 2 = 4 mile radius; 3 = 1 mile radius

EPA

POTENTIAL HAZARDOUS WASTE SITE
PRELIMINARY ASSESSMENT
PART 3 - SITE INFORMATION AND ASSESSMENT

I. IDENTIFICATION
01 STATE 02 SITE N

II. HAZARDOUS CONDITIONS AND INCIDENTS (Continued)

01 J. DAMAGE TO FLORA 02 OBSERVED (Date: _____) X POTENTIAL ALLEGED

04 NARRATIVE DESCRIPTION

Potential exists for damage to Flora. Grass and shrubs will not grow on the mine tailings.

01 K. DAMAGE TO FAUNA 02 OBSERVED (DATE: _____) X POTENTIAL ALLEGED

04 NARRATIVE DESCRIPTION

Potential exists for damage to fauna. Beaver and muskrats live near the site on Silver Creek. Silver Creek is a 3A (water quality) stream, it is a tributary of the Weber River which is a trout stream.

01 L. CONTAMINATION OF FOOD CHAIN 02 OBSERVED (DATE: _____) POTENTIAL

04 NARRATIVE DESCRIPTION

ALLEGED

Potential exists for contamination of food chain (grass and roots) of beaver and muskrats that live and eat on Silver Creek. Crops that are irrigated by Silver Creek could also be contaminated.

01 M. UNSTABLE CONTAINMENT OF WASTES 02 OBSERVED (Date: _____) POTENTIAL

(Soils/runoff/standing liquids/leaking drums)

ALLEGED

03 POPULATION POTENTIALLY AFFECTED: 950³

04 NARRATIVE DESCRIPTION

Potential exists for unstable containment of waste. Tailings have been observed blowing off-site.

01 N. DAMAGE TO OFFSITE PROPERTY 02 OBSERVED (DATE: _____) POTENTIAL

04 NARRATIVE DESCRIPTION

ALLEGED

It is alleged that off-site property is being contaminated. Tailings were found on the north side of the highway and they most likely came from Richardson's Flat.

01 O. CONTAMINATION OF SEWERS, STORM DRAINS, WWTPs 02 OBSERVED (DATE: _____)

04 NARRATIVE DESCRIPTION

POTENTIAL

ALLEGED

Unknown at the time this assessment was made.

01 P. ILLEGAL/UNAUTHORIZED DUMPING 02 OBSERVED (DATE: _____) POTENTIAL

04 NARRATIVE DESCRIPTION

ALLEGED

Unknown at the time this assessment was made.

05 DESCRIPTION OF ANY OTHER KNOWN, POTENTIAL OR ALLEGED HAZARDS

III. TOTAL POPULATION POTENTIALLY AFFECTED:

IV COMMENTS

State files

V. SOURCES OF INFORMATION (Cite specific references, e.g., state files, sample analysis, reports)

RICHARDSON'S FLAT TAILINGS
Summit County, Utah

Richardson Flat tailings are located in the NW 1/4 of section 1, T25, R4E, of the Park City East, Quadrangle, between Park City and Keetley Junction. The exact amount of tailings on-site is unknown. But it is estimated that there are approximately 7 million tons of tailings most likely deposited in the late 60's and early 70's.

The mill tailings at Richardson's Flat came from the Ontario Keetley mine and other mines owned by United Park City Mines. The tailings are next to Silver Creek and numerous small tributaries flow through the tailings.

Mr Ray Wortley is currently leasing part of the tailings from United Park City Mines and is using the tailings as backfill for sewer lines and roadbase.

During the June inspection samples were taken from ground water, surface water and tailings. Ground water concentrations of arsenic at .325 ppm., cadmium at .120 ppm, lead at 31.8 ppm and mercury at 0.26 ppm were found in a spring below Richardson's Flat. It was observed during the inspection that tailings were being blown off-site.

The site has been scored and submitted to EPA for consideration for future NPL updates. The United Park City Mines has been notified of NPL potential and the risk of using the tailings for off site fill.

Richardson Flat Tailings
DRAFT COPY

Facility name:	<u>Richardson Flat Tailings</u>	00300071
Location:	<u>NW 1/4 Sec. 1 T2S R4E</u>	
EPA Region:	<u>VIII</u>	
Person(s) in charge of the facility:	<u>United Park City Mines</u> <u>309 Kerns Bldg</u> <u>Salt Lake City, Utah 84101</u>	
Name of Reviewer:	<u>Susan Kennedy</u>	Date: <u>10/11/85</u>
General description of the facility: (For example: landfill, surface impoundment, pile, container; types of hazardous substances; location of the facility; contamination route of major concern; types of information needed for rating; agency action, etc.)		
<u>Richardson Flat Tailings contains approximately</u> <u>7 million tons of mill tailings from local metal mines.</u> <u>The tailings are located in an active stream valley.</u> <u>Groundwater, surface water and air</u> <u>contamination routes were scored.</u>		
Scores: $S_M = 39.29$ ($S_{gw} = 6.12$ $S_{sw} = 47.27$ $S_a = 48.46$) $S_{FE} =$ $S_{DC} = 0$		

FIGURE 1
HRS COVER SHEET

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NOV 07 1985

Utah State Dept. of
Environmental Health

	s	s ²
Groundwater Route Score (S _{gw})	6.12	37.45
Surface Water Route Score (S _{sw})	47.27	2234.45
Air Route Score (S _a)	48.46	2348.37
$S_{gw}^2 + S_{sw}^2 + S_a^2$		4620.27
$\sqrt{S_{gw}^2 + S_{sw}^2 + S_a^2}$		67.97
$\sqrt{S_{gw}^2 + S_{sw}^2 + S_a^2} / 1.73 = S_M =$		39.29

FIGURE 10
WORKSHEET FOR COMPUTING S_M



00300073

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION VIII
1860 LINCOLN STREET
DENVER, COLORADO 80295

August 5, 1985

RECEIVED
AUG 12 1985
Utah State Div. of
Environmental Health

REF: 8HWM-SR

L. Sue Russell
Mitre Corporation
1820 Dolley Madison Boulevard
McLean, Virginia 22102

Dear Sue:

Enclosed is some supplemental material for the HRS's for Richardson Flat's Tailings and Syro Steel. For Richardson's, the information is for an air release. Included are two photographs of a surface sample being taken while wind was blowing the tailings, along with the laboratory results for the sample and the background sample. While the background sample showed arsenic, lead and cadmium at 58, 1110 and 17 (ppm), respectively, the surface tailings sample contained 600, 8530 and 58. It is my understanding that this kind of documentation can be used in place of actual air samples for the air route. If you will accept this material, I'll revise the air route score sheets.

The additional documentation for Syro includes population data and surface water maps. This material does not affect the score, and is provided only for extra support of the material already submitted.

If you have any questions or comments about this information, please call me at (303) 293-1534.

Sincerely,

Eric W. Johnson
Regional Site Project Officer

Note No enclosures. Yfp

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JUL 19 1985

Facility name: <u>Richardson Flat Tailings</u>	Utah State Div. Of Environmental Health
Location: <u>NW 1/4 Sec. 1 T2S R4E</u>	
EPA Region: <u>VIII</u>	
Person(s) in charge of the facility: <u>United Park City Mines</u>	
<u>309 Kerns Bldg</u>	
<u>Salt Lake City, Utah 84101</u>	
Name of Reviewer: <u>Susan Kennedy</u>	Date: <u>7/11/85</u>
General description of the facility: (For example: landfill, surface impoundment, pile, container; types of hazardous substances; location of the facility; contamination route of major concern; types of information needed for rating; agency action, etc.)	
<u>Richardson Flat contains approximately 7 million tons</u>	
<u>of mill tailings from local metal mines. The</u>	
<u>tailings are located in an active stream valley.</u>	
<u>Contamination route scored are surface water</u>	
<u>and groundwater. Air was not scored.</u>	
Scores: $S_M =$ ($S_{gw} = 32.93$ $S_{sw} = 43.6$ $S_a =$)	
$S_{FE} =$	
$S_{DC} =$	

FIGURE 1
HRS COVER SHEET

	s	s ²
Groundwater Route Score (S _{gw})	32.93	1084.39
Surface Water Route Score (S _{sw})	43.64	1904.45
Air Route Score (S _a)	0	
$S_{gw}^2 + S_{sw}^2 + S_a^2$		2988.84
$\sqrt{S_{gw}^2 + S_{sw}^2 + S_a^2}$		54.67
$\sqrt{S_{gw}^2 + S_{sw}^2 + S_a^2} / 1.73 = S_M =$		31.60

FIGURE 10
WORKSHEET FOR COMPUTING S_M



309 KEARNS BUILDING
SALT LAKE CITY, UTAH 84101

December 18, 1984

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DEC 20 1984
Utah State Div. Of
Environmental Health

State of Utah
Department of Health
Marv Maxell
Utah CERCLA Coordinator
P. O. Box 2500
Salt Lake City, Utah 84110-2500

Dear Mr. Maxell:

In regard to your letter of October 9, 1984, regarding the evaluation of the Richardson Flat Tailings area, Summit County, Utah, I herewith request that you provide us with the criteria used in this assessment of the area and the results of your investigation which per your letter have been forwarded to the EPA Region VIII for evaluation.

Your cooperation in providing us with the above requested information will be appreciated.

Yours truly,

E. L. Osika, Jr.
Vice President and
Secretary-Treasurer

ELO:jl

cc: Larry Edelman

Facility name: Richardson's Flat Tailings

Location: NW 1/4 Sec 1 T2S R4E

EPA Region: VIII

Person(s) in charge of the facility: United Park City Mines Co
309 KERNS BLDG
SLC UTAA 84101

Name of Reviewer: Don Verbica Date: 09/04/84

General description of the facility:
 (For example: landfill, surface impoundment, pile, container; types of hazardous substances; location of the facility; contamination route of major concern; types of information needed for rating; agency action, etc.)

Richardson's Flat contains approx 7 million
tons of mill tailings deposited by
various local mines. The tailings are
located in an active stream valley. The
contamination routes scored are surface
and ground water, no air was not scored

Scores: $S_M = 36.19$ ($S_{GW} = 44.90$ $S_{SW} = 43.84$ $S_a = 0$)
 $S_{FE} = 0$
 $S_{DC} = 2.50$

FIGURE 1
HRS COVER SHEET

APPENDIX D

UTAH DEPARTMENT OF BUSINESS REGULATION FILES

APPENDIX D

UTAH DEPARTMENT OF BUSINESS REGULATION FILES

400001	United Park City Mines Company 1986 Corporation Annual Report
400002-3	United Park City Mines Company Statement of Foreign Corporation
400004-28	United Park City Mines Company Restated Certificate of Incorporation May 26, 1981
400029	Statement of Information of United Park City Mines Company
400030-32	Certificate of Agreement of Consolidation between Park Utah Consolidated Mines Company and Silver King Coalition Mines Company
400033-35	Certificate of Agreement of Merger and Consolidation between Ontario Silver Mining Company and Park Utah Consolidated Mines Company
400036-37	Certification of the Articles of Incorporation of the Silver King Coalition Mines Company
400038	Document by Park Utah Mining Company accepting provisions of the Constitution of the State of Utah
400039-41	Certificate of Daly Mining Company's filing of Agreement of Incorporation
400042-44	Expired Certificate (Regarding transacting of business under an assumed name) of Park City Ventures
400045-50	Atlantic Richfield Company, Corporation Information
400051-53	The Anaconda Company 1986 Corporation Annual Report
400054-60	The Anaconda Company, Corporation Information
400061-63	The Anaconda Company Application for Certificate of Authority
400064	Certificate of the Anaconda Company's incorporation in North Dakota

400065-66	American Smelting and Refining Company 1986 Corporation Annual Report
400067	ASARCO Incorporated, Corporation Information
400068-70	ASARCO Incorporated Application for Certificate of Authority
400071-76	ASARCO Incorporated Certificate of Incorporation
400077-79	ASARCO Incorporated Application for Amended Certificate of Authority
400080-81	Noranda Exploration, Inc. 1985 Corporation Annual Report
400082	Noranda Exploration, Inc., Corporation Information
400083	Noranda Exploration, Inc., Application for Certificate of Authority
400084-85	Noranda Exploration, Inc. Certificate of Correction to Certificate of Incorporation
400086-95	Noranda Exploration, Inc. Certificate of Incorporation
400096-97	Noranda Mining Inc. 1985 Corporation Annual Report
400098	Noranda Mining Inc., Corporation Information
400099	Noranda Mining Inc. Application for Certificate of Authority
400100	Noranda Exploration, Inc. Consent to Use of Name
400101	Noranda Mining Inc. Certificate of Incorporation
400102	Pamour Porcupine Mines Inc. 1982 Corporation Annual Report
400103	Pamour Porcupine Mines Inc. Application for Certificate of Authority
400104-106	Pamour Porcupine Mines Inc. Application for Certificate of Withdrawal
400107-110	Pamour Porcupines Mines Inc. Certificate of Incorporation
400111	Greater Park City Company 1985 Corporation Annual Report
400112	Greater Park City Company, Corporation Information
400113-125	Treasure Mountain Resort Company Articles of Incorporation

400126-128	Treasure Mountain Resort Company Articles of Amendment to the Articles of Incorporation
400129	Greater Park City Company Certificate (Regarding transacting of business under an assumed name)
400130	Union Pacific Corporation, Corporation Information
400131-132	Union Pacific Railroad Company 1985 Corporation Annual Report
400133	Union Pacific Railroad Company, Corporation Information
400134-139	Pacific Subsidiary, Inc. Articles of Merger into Union Pacific Railroad Company
400140-141	Union Pacific Railroad Company Certification to do business in the State of Utah



DEPARTMENT OF BUSINESS REGULATION
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

00400001
STATE OF UTAH
MAY 05 1987

CORPORATION ANNUAL REPORT

In compliance with Section 16-10-121 & 122, and Section 16-10-12 or 16-10-110, U.C.A., 1953, the following report, and if applicable, the statement of change of registered office and/or agent, is submitted: (PLEASE TYPE OR PRINT CLEARLY)

1 EXACT CORPORATE NAME UNITED PARK CITY MINES COMPANY
REGISTERED AGENT E. L. OSIKA, JR. /VPST
REGISTERED OFFICE 309 KEARNS BUILDING
SALT LAKE CITY, UTAH 84101

2 IF NEW REGISTERED AGENT AND/OR OFFICE, PLEASE COMPLETE

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MAY 4 1987

New Registered Agent _____
(Registered agent's signature)

New Registered Office _____ City _____ State UTAH Zip _____
(Street Address)

(With the above change, the address of the registered office and the address of the business office of the registered agent are identical.)

3 INCORPORATED UNDER THE LAWS OF Delaware (STATE OR COUNTRY)

4 IF INCORPORATED OUTSIDE THE STATE OF UTAH, GIVE THE ADDRESS OF THE PRINCIPAL OFFICE IN THE STATE OR COUNTRY OF INCORPORATION.

1209 Orange Street City Wilmington State or Country Delaware Zip 19801
(Street Address)

5 TYPE OF BUSINESS CONDUCTED IN UTAH Mining

6 NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS AND DIRECTORS OF THE CORPORATION.

	NAME	STREET	CITY, STATE, ZIP
President	David W. Bernolfo	163 S. Main St.	S.L.C., Ut. 84111
Vice-President	E.L. Osika, Jr.	309 Kearns Bldg.	S.L.C., Ut. 84101
Secretary	E.L. Osika, Jr.	309 Kearns Bldg.	S.L.C., Ut. 84101
Treasurer	E.L. Osika, Jr.	309 Kearns Bldg.	S.L.C., Ut. 84101

7 DIRECTORS: (UTAH LAW REQUIRES AT LEAST 3 DIRECTORS.)

	NAME	STREET ADDRESS	CITY, STATE, ZIP
4.	E. L. Osika, Jr.	309 Kearns Bldg.	S.L.C., Ut. 84101
1	David W. Bernolfo	163 S. Main St.	S.L.C., Ut. 84111
2	Joseph S. Lesser	521 Fifth Ave.	N.Y., N.Y. 10175
3	Hugh J. Leach	633 Falls Road	Chagrin Falls, OH 44022

8 AUTHORIZED SHARES (DO NOT CHANGE THE INFORMATION LISTED.)

Number of Shares Authorized	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
20,000,000	COMMON		1.0000 .0000	

NUMBER OF SHARES ISSUED (MUST BE COMPLETED)

Number of Shares Issued	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
5,400,731	Capital		.01	

STATED CAPITAL AS OF DATE OF THIS REPORT (Number of Shares Issued X Par Value) \$54,007.31

Under the penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete

1 BY E. L. Osika, Jr.
Authorized Officer

12 Vice President &
Secretary-Treasurer
Title or Position

(If Registered Agent and/or Registered Office has been changed on this form, said change must be authorized by a resolution adopted by the Board of Directors, and The President or Vice President must sign the report.)

13 DATE April 30, 19 87
Send Report &

Remittance to: Annual Report Division
160 EAST 300 SOUTH 2ND FLOOR
P.O. Box 45801
Salt Lake City, Utah 84145-0801
(801) 530-6012

E \$5.00 Make check payable to Annual Report Section

URSUA NT TO SECTION 16-10-121 AND 122, U.C.A., ALL
ORPORATIONS MUST FILE THEIR ANNUAL REPORTS WITHIN THE
ONTH OF THEIR ANNIVERSARY DATE. FAILURE TO DO SO WILL
SULT IN SUSPENSION OF THE CORPORATIONS CHARTER.

DO NOT CHANGE OR ALTER THIS FORM

Statement of Foreign Corporation

Required by Title 18, Utah Code Annotated, 1943

We, the president (or vice-president) and secretary (or treasurer) of

UNITED PARK CITY MINES COMPANY

a corporation organized and existing under the laws of the State of **Delaware**

desiring to qualify itself as a foreign corporation in the State of Utah and to transact business in the State of Utah do hereby certify and declare:

1. That the principal office and place of business in the State of Utah will be at

818 Kearns Building, Salt Lake City, Utah

2. That the general nature of the business of said corporation to be transacted in the State of Utah is **mining in the broadest meaning of that term as more particularly set forth in the Certificate of Incorporation herewith filed of record.**

3. That the names and addresses of the principal officers of said corporation are as follows:

Name	Address
JOHN M. WALLACE	President 2520 Walker Lane, Salt Lake City, Utah
FRANK A. WARDLAW, JR.	{ 1283 East South Temple, Salt Lake City
D. J. POPE	{ Vice-President 1949 Laird Drive, Salt Lake City, Utah
J. WM. STONER	{ Secretary 1733 Harbert Ave., Salt Lake City, Utah
	{ Treasurer
	General Manager

4. The amount of the authorized capital stock of said corporation is **Six Million (\$6,000,000)**

Dollars.

**Six Million shares
(Par Value \$1.00)**

Common \$ **6,000,000**

Preferred \$ **None**

5. The amount of capital stock subscribed is ***Three Million, Eight Hundred Twenty-eight Thousand, Three Hundred Ninety Nine and Sixty-five One Hundredths**

Dollars.

3,828,399.65

Common \$ **3,828,399.65**

Preferred \$

6. The amount of capital stock actually paid in, in cash or property is

*** \$3,828,399.65**

Dollars.

7. The proportion and amount of the capital stock of said corporation represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is

\$3,828,399.65

Dollars.

* The amount of capital stock subscribed and the amount of capital stock actually paid in (Items 5 and 6 above) will ultimately be reduced by the number of fractional shares which cannot be issued by reason of the provisions of Article III of said Certificate of Incorporation of this Company, and also by the number of shares that are not converted by surrender of shares of the PARK UTAH CONSOLIDATED MINES COMPANY and SILVER KING COALITION MINES COMPANY, for shares of this Corporation by any dissenting or objecting stockholders of said Companies pursuant to and strictly in accordance with Section 262, General Corporation Law of Delaware and Section 41, Nevada Domestic Corporation Law, as amended.

8. The amount of its capital stock represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is 3,828,399.65 Dollars.

no increase
Pd on 6,250,000 - Silver King 5-10-07
Pd on 2,100,000 Park. Wch - 7-3-25

President - *Wm. M. Storer*
Secretary - *J. Wm. Storer*

STATE OF UTAH
COUNTY OF SALT LAKE

ss.

On this 12 day of May A. D. 1953

personally appeared before me, a Notary Public in and for said County and State

JOHN W. WALLACE

and

J. WM. STORER

who are respectively president (~~of the corporation~~) and secretary (~~of the corporation~~) of the above described corporation and made oath that the foregoing statement by them subscribed is true in substance and in fact.

Dorrit Y. Knapp

Notary Public

Residing at Salt Lake City, Utah

My Commission expires

Nov. 16-1954

Whereas, UNITED PARK CITY MINES COMPANY
 was duly incorporated under the laws of the State of Delaware on the
8th day of May, A. D. 1953, and

WHEREAS, the said corporation is now doing business, or is desirous of doing business within
 the State of Utah;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of said corporation,
 that the provisions of the Constitution of the State of Utah are hereby accepted as binding upon
 said corporation, and

BE IT FURTHER RESOLVED, that J. WM. STONER ✓
 residing in the City of Salt Lake, County of Salt Lake
 in the State of Utah, that being the County in which the principal place of business of this corpora-
 tion is now, or is about to be situated, be and he is hereby appointed the Attorney or Agent of said
 corporation upon whom process issued by authority of or under any law of the State may be served.

We, JOHN M. WALLACE President, and J. WM. STONER
 Secretary of said Corporation, do hereby certify that the foregoing is a full, true and correct copy
 of a resolution adopted by the Board of Directors of said corporation, on the 12th
 day of May, A. D. 1953.

In Witness Whereof, we have subscribed our names and affixed the

corporate seal of said corporation this 12th

day of May, A. D. 1953.

John M. Wallace
 President

J. Wm. Stoner
 Secretary

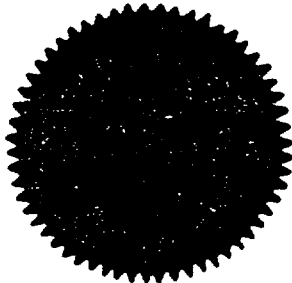


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Restated Certificate of Incorporation of the "UNITED PARK CITY MINES COMPANY", as
received and filed in this office the fifth day of June, A.D. 1981, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this fifth *day*
of June *in the year of our Lord*
one thousand nine hundred and eighty-one .



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

00400005

RESTATED CERTIFICATE OF INCORPORATION
OF
UNITED PARK CITY MINES COMPANY

May 26, 1981

RECEIVED

JUN 19 1981

251 1586 6/10/81 00:52 11

RESTATED CERTIFICATE OF INCORPORATION
OF
UNITED PARK CITY MINES COMPANY

The undersigned, being, respectively, the President and the Secretary of United Park City Mines Company, do hereby, certify:

1. The name of the Corporation is UNITED PARK CITY MINES COMPANY.

2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on May 8, 1953.

3. The text of the Certificate of Incorporation is hereby restated to read as herein set forth in full:

ARTICLE I

NAME: The name of the corporation shall be United Park City Mines Company (herein called the "corporation").

ARTICLE II

REGISTERED OFFICE AND AGENT: The principal office of the corporation in the State of Delaware is located at No. 100 West 10th Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West 10th Street, Wilmington, Delaware.

ARTICLE III

PURPOSES: The nature of the business and the objects and purposes of the corporation proposed to be transacted, promoted or carried on by it are as follows:

(1) To purchase, take, acquire, buy, hold, own, sell, lease, mortgage, take and hold in trust, convey to trustees and otherwise deal in and dispose of all kinds of mines and mineral lands, mining claims, lodes, veins, and any and all mining and mineral rights, to mine, grant and acquire licenses or other rights for mining and to carry on any and all business, and to do any and all things incidental thereto; to mine, quarry and otherwise extract, take out and remove, and to crush, clean, reduce, mill, smelt, refine, treat, amalgamate, manipulate, dress and prepare for the market and sell ores, metals, minerals, earth, and materials of every kind and description, and (as principal, agent, commission merchant or consignee) to manufacture, sell and deal in

all articles and products in the manufacture or composition of which the same or any of them are factors, and all things necessary or convenient for use in connection therewith and to carry on any other operations which may seem conducive to any of the corporation's objects; to buy, sell, manufacture and deal in minerals, plants, machinery, implements, conveniences and things capable of being used in connection with mining operations or required by workmen or others employed by the corporation; to construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways, bridges, reservoirs, water-course, aqueducts, wharves, furnaces, mills, crushing works, hydraulic works, works, factories, warehouses and other works and conveniences, which may seem directly or indirectly conducive to any of the objects of the corporation, and to contribute to, subsidize or otherwise aid or take part in any such operations; to take, acquire by purchase or otherwise, buy, hold, own, sell, grant, convey, hire, lease, mortgage, take and hold in trust, convey to trustees and improve, cultivate and otherwise deal and trade in and dispose of, timber lands and any and all kinds of real property; to engage in the business of purchasing, cutting, removing, hauling, manufacturing, selling, transporting, trading and dealing in all kinds of lumber, logs, and timber and all kinds of articles manufactured therefrom and to do all things in any way appertaining thereto; to purchase, take, acquire, buy, hold for investment or otherwise, own, sell, hire, lease, mortgage, pledge, take and hold in trust, convey to trustees and otherwise deal in and dispose of all kinds of personal property, chattels and chattels real, choses in action, patents for invention, bullion, gold, silver and other ores.

(2) To purchase, take, acquire, buy, hold, own, sell, hire, lease, mortgage, take and hold in trust, convey to trustees and otherwise deal in, operate and dispose of, oil lands, wells, and to grant and acquire any and all oil right or rights, to bore for oil; to acquire, construct, maintain, own and operate pipe lines and all works or facilities necessary or convenient for the storage, distribution, conveyance or use of oil and to carry on any and all business incidental thereto.

(3) To take, acquire, appropriate, purchase, sell, hire, lease, mortgage, take and hold in trust, convey to trustees, store, supply and furnish water for irrigation, manufacturing mining and domestic uses and for any other purpose for which water can be applied as a use.

(4) To acquire, construct, maintain, own and operate reservoirs, dams, canals, tunnels, ditches, flumes and pipelines and

all other works necessary or convenient for the catchment, diversion, storage, distribution, or use of water, and to purchase, take, acquire, buy, hold, own, sell, hire, lease, mortgage, take and hold in trust, convey to trustees, or otherwise deal in and dispose of the same and rights to water and riparian rights.

(5) To construct and erect buildings, structures and facilities for the use of the corporation or for sale or lease to others for the conduct of any of the purposes of the corporation, including, but not limited to, the resort or recreation business and to build, acquire, purchase, mortgage, or lease buildings, towers, lodging facilities or any other structures or areas of land incidental to the operation of an area for winter sports or summer sports, including, but not limited to, skiing, skating, swimming, boating and golf; to conduct hotels, restaurants, taverns, sporting shops or any other facilities incidental to any of the operations of the corporation or to lease, mortgage or sell any of such facilities.

(6) To carry on and conduct the business of a holding company and to carry on and conduct agricultural, horticultural, pomological and dairy businesses; to buy, sell, mortgage, construct, maintain and charter vessels propelled by means of sail, steam, electricity or other motive power and to operate and navigate the same in all the navigable waters of the earth and to ship and convey by sea, land or otherwise, any and all articles, goods, wares, ores and merchandise whatever, and generally to ship, convey and transport freight or passengers for hire or otherwise.

(7) - To acquire by lease or otherwise and to control and operate companies engaged in manufacturing, mining or in any other business; to own, acquire by purchase or otherwise, hold, buy, sell, grant, dispose of, hire, lease, take and hold in trust, mortgage, encumber, hypothecate, deposit as collateral security, convey to trustees, deal and trade in, build and construct, operate, run, manage and maintain all manner of mills, factories or machinery, and (outside of the State of Delaware) electric light plants, franchises, lines and property and all manner of plants and franchises for generating, supplying or distributing electricity, illuminating gas or for generating, supplying, or distributing any sort of light, heat and power, pipe lines, conduits and subways for any purpose, railways and railroads, telegraph and telephone lines, franchises for railways and railroads, telegraph and telephone lines, rights of way, road beds, superstructures, engines, cars, depots, stations, machinery and all the property and appurtenances of a railway or railroad, telegraph or telephone line and any franchises of any sort whatever, whether connected with or apart from existing property, and

all other property real and personal, rights, privileges and franchises and appurtenances, which may be used in running, conducting, operating and carrying on the business and affairs aforesaid and the various branches thereof.

(8) Also to purchase, construct, sell, hire, lease, mortgage, take and hold in trust, convey, dispose of, equip, improve, develop, maintain and control docks, harbors, wharves, chutes, piers, embankments, viaducts, reservoirs, water works or sewerage, drainage and sanitary works, canals, ditches, buildings, pavements, structures of all kinds, and to do all acts and exercise all of the powers incidental thereto which a natural person could exercise.

(9) To organize and to promote and to facilitate the organization and promotion of subsidiary corporations and to convey, transfer or assign all or any part of its assets to any subsidiary corporation or corporations in exchange for shares of the capital stock or other securities of such subsidiary corporation or corporations.

(10) To do any and all of the things herein set forth, as the objects, purposes and powers or otherwise to the same extent and as fully as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, either alone or in conjunction with any other, other persons, associations or corporations.

(11) To conduct its business in all its branches and to have one or more offices and to unlimitedly hold, purchase and convey real and personal property, both within and without the State of Delaware, and in all other States, Territories and Colonies of the United States and in any foreign countries and places.

(12) The corporation shall have express power, as fully as an individual might do, to incur debt, to issue bonds, obligations, debentures and evidences of indebtedness of all kinds, whether secured by mortgage or otherwise, without limit as to amount, as well as to secure the same by mortgage, pledge or otherwise.

(13) To purchase, acquire, own, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, shares of the capital stock, bonds, and any securities, certificates or other evidences of indebtedness or obligations of any other corporation or corporations created under the laws of this or any other State or country, and to exercise

while the owner thereof all the rights, powers and privileges appertaining thereto, including the right to vote on stock, which natural persons being the owners of such stock might, could or would exercise, and in any manner by the ownership of stock or otherwise to control and manage any such corporation.

(14) To guarantee the payment of dividends or interest on any shares, stocks, debentures, certificates or other evidences of indebtedness or other securities issued by, or any other contract or obligation of any corporation, whenever proper or necessary for the business of this corporation in the opinion of its directors.

(15) To aid by the loaning of money or in any other manner whatsoever any association, copartnership or individual or any corporation, either public or private, or any body politic in whose business this corporation may be in any way interested in any of whose properties, including shares of stock, bonds or other obligations or securities, shall be held or in any way guaranteed by this corporation, or in which it is in any way interested, and to do any acts or things which are or may appear necessary, useful, convenient or appropriate for the preservation, protection, improvement or enhancement of the value of any such business or property or for the promotion of any such interest of this corporation.

(16) To apply for, obtain, register, purchase, lease or otherwise acquire or obtain the use of and to hold, own, use, work, operate, develop and introduce and to sell, assign, grant licenses in respect of or otherwise deal with, dispose of, or turn to account any copyrights, trademarks, tradenames, brands, labels, patent rights, letters patent of the United States of America, or of any other country, government or authority, and any inventions, improvements, processes and formulae, whether in connection with or secured under letters patent or otherwise.

(17) The corporation may purchase or acquire its own capital stock from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine.

(18) To loan and advance money and as security for the same to take and hold mortgages, deeds of trust, deposits, pledges and other securities upon any real or personal property whatsoever.

(19) To acquire the whole or any part of the business property, assets and liabilities of any persons, firms, associations or corporations necessary or incidental to carrying out the purposes of this corporation, and in any way not inconsistent with

the laws of the State of Delaware and the acts under which this corporation is incorporated.

(20) To do all and everything necessary and proper for the accomplishment of any of the purposes, and the attainment of any one or more of the objects herein enumerated, or any of the powers herein named, or which shall at any time be necessary or incidental to the protection or benefit of the corporation, either as holder of or interested in any property or otherwise, and in general to carry on any lawful business, necessary or incidental to carrying out the purposes of the corporation, and whether similar in nature to the objects and powers heretofore herein enumerated or otherwise, but nothing herein contained is to be construed to authorize the formation of a corporation with power of carrying on the business of discounting bills, notes or other evidences of debt, or of receiving deposits of money, or buying gold and silver bullion, or foreign coins, or buying and selling bills of exchange or of issuing bills, notes or other evidences of debt for circulation as money; nothing in all of the purposes heretofore stated in this certificate, however, shall be construed to give the corporation any rights, powers or privileges not permitted by the laws of the State of Delaware, to corporations organized under the statutes of the State of Delaware.

(21) The foregoing clauses shall each be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to, or inference from, terms of any other clause, but shall be regarded as independent purposes, objects and powers and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers now or hereafter conferred by the laws of the State of Delaware, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

ARTICLE IV

CAPITALIZATION: The total number of shares of capital stock which the corporation shall have authority to issue is twenty million (20,000,000) of the par value of \$1 per share, amounting in the aggregate of Twenty Million Dollars (\$20,000,000).

ARTICLE V

ISSUANCE OF SHARES; PREEMPTIVE RIGHTS, ETC. All or any of the shares of capital stock of the corporation may be issued from time to time by the corporation, acting through the Board of

Directors, without action by the stockholders, in such amounts and for such consideration (not less than par for shares having a par value) as the Board of Directors in their absolute discretion may deem advisable. No holder of stock shall be entitled as of right to subscribe for, purchase or receive any part of any authorized but unissued stock or of any additional stock issued by the corporation, or of any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, but any such authorized but unissued stock, or any such additional issued stock, or any such other securities convertible into stock may be issued by the corporation, acting through the Board of Directors, without action by the stockholders, to such person or persons and on such terms and for such consideration (not less than par for shares having a par value) as the Board of Directors in their absolute discretion may deem advisable.

ARTICLE VI

EXISTENCE: The corporation is to have perpetual existence.

ARTICLE VII

STOCKHOLDERS NOT LIABLE FOR CORPORATE DEBTS: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VIII

DIRECTORS: The number of Directors of the corporation which shall constitute the whole Board shall be such as from time to time shall be fixed in the manner provided in the By-Laws of the corporation but in no case shall the number be less than three (3). Vacancies in the office of any director caused by death, resignation, removal or otherwise and newly created directorships resulting from an increase in the number of directors may be filled by a majority of the directors then in office, though less than a quorum, and directors so chosen shall hold office until the next annual election and until their successors shall be duly elected and qualified. The By-Laws may prescribe the number of directors necessary to constitute a quorum of the Board of Directors.

ARTICLE IX

MEETINGS OF STOCKHOLDERS AND DIRECTORS: The stockholders and Board of Directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of

the State of Delaware, at such places as from time to time may be designated by the By-Laws except as otherwise required by the laws of the State of Delaware.

ARTICLE X

ACCOUNTS AND BOOKS: The Board of Directors may from time to time determine, subject to the laws of the State of Delaware, whether and to what extent and at what time and places, and under what conditions and regulations, the accounts and books of the corporation or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, or book or document of the corporation, except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.

ARTICLE XI

BY-LAWS: The Board of Directors may make By-Laws, and from time to time, may alter, amend or repeal any of them but any By-Law made by the Board of Directors may be altered, amended or repealed by the stockholders at any annual meeting or at any special meeting, provided notice of such proposed alteration or repeal shall be included in the notice of such meeting.

ARTICLE XII

EXECUTIVE AND OTHER COMMITTEES: The Board of Directors, by the affirmative vote of the majority of the whole Board, may appoint from the Directors, an executive committee of which a majority shall constitute a quorum; and to such extent as shall be provided in the By-Laws, such committee shall have and may exercise all or any of the powers of the Board of Directors, including power to cause the seal of the corporation to be affixed to all papers that may require it. The Board of Directors by the affirmative vote of the majority of the whole Board may appoint any other standing committees, and such standing committees shall have and may exercise such powers as shall be authorized by the By-Laws.

ARTICLE XIII

WORKING CAPITAL; DIVIDENDS, ETC.: The Board of Directors shall have the power from time to time to fix and determine and to vary the amount to be set aside as the working capital of the corporation; to determine whether any, and if any, what part of any, accumulated profits or surplus shall be declared as dividends and paid to the stockholders and in connection therewith, if the

corporation is engaged in the exploitation of wasting assets, may determine the net profits derived from the exploitation of such wasting assets without taking into consideration the depletion of such assets resulting from lapse of time or from necessary consumption of such assets incidental to their exploitation, to determine the date or dates for the declaration and payment of dividends, and to direct and to determine the use and disposition of any surplus or any net profits over and above the capital stock paid in, except as herein otherwise provided; and in its discretion, the Board of Directors may purchase or acquire the corporation's own bonds or other obligations or shares of its capital stock, and may resell the same from time to time to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient.

ARTICLE XIV

TRANSACTIONS WITH DIRECTORS: The corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any corporation or association in which any of its directors is a stockholder, director or officer, and such contract or transaction shall not be invalidated or in anywise affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or transaction; and no director or directors having such adverse interests shall be liable to the corporation or to any stockholder or creditor thereof, or to any other person by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall, at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair.

ARTICLE XV

INDEMNIFICATION: Each director and each officer of the corporation shall be indemnified by the corporation against all expenses, as hereinafter defined, which shall necessarily or reasonably be incurred by him in connection with any action, suit or proceeding to which he is or shall be a party, or with which he may be threatened, by reason of his being or having been a director or officer of the corporation, whether or not he continues to be a director or officer at the time of incurring such expenses. As used in this paragraph, expenses shall include amount of

judgments against, or amounts paid in settlement by, such director or officer, other than amounts payable or paid to the corporation, but shall not include any (a) expenses incurred in connection with any matters as to which such director or officer shall be adjudged in such action, suit or proceeding, without such judgment being reversed, to be liable by reason of his negligence or wilful misconduct in the performance of his duties as such director or officer, or (b) expenses incurred in connection with any matters which shall have been the subject of such action, suit, or proceeding disposed of otherwise than by adjudication on the merits, unless in relation to such matters such director or officer shall not have been liable for negligence or wilful misconduct in the performance of his duties as a director or officer. As to whether or not a director or officer was liable for negligence or wilful misconduct in the performance of his duties as such director or officer, the Board of Directors and each director and officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall be in addition to any rights to which any director or officer may be or become entitled by law, vote of stockholders or otherwise.

ARTICLE XVI

AMENDMENT: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereafter prescribed by statute; and all rights herein conferred upon the stockholders except as otherwise herein expressly provided are granted subject to this reservation.

4. This Restated Certificate of Incorporation was adopted by the Board of Directors and the shareholders of the Corporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware. Said Certificate: (a) amends Articles Fourth of the Corporation's Certificate of Incorporation to increase the number of shares of capital stock which the Corporation is authorized to issue from six million (6,000,000) shares of \$1.00 par value capital stock to twenty million (20,000,000) shares of \$1.00 par value capital stock; and (b) provides descriptive captions for each Article. Said Certificate does not otherwise amend the provisions of the Corporation's Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed this Certificate as of this 26th day of May, 1981.


 E. L. Osika, Secretary


 Wheeler M. Sears, President

BY-LAWS

OF

UNITED PARK CITY MINES COMPANY

Adopted April 27, 1953

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BY-LAWS
OF
UNITED PARK CITY MINES COMPANY

ARTICLE I
STOCKHOLDERS

SECTION 1. Place of Meeting.

All meetings of the stockholders shall be held at the office of the corporation in the City of Salt Lake, County of Salt Lake, State of Utah, except such meetings as the Board of Directors expressly determine shall be held elsewhere, in which case meetings may be held upon notice as hereinafter provided, at such other place or places within or without the State of Utah as said Board of Directors may determine.

SECTION 2. Annual Meeting.

The annual meeting of stockholders shall be held the fourth Tuesday in May in each year after the year 1953, unless said day be a legal holiday, in which case the annual meeting shall be held on the next day thereafter not a legal holiday, for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting.

SECTION 3. Special Meeting.

A special meeting of the stockholders may be called at any time by the Board of Directors, or the President, and shall be called by the Board of Directors upon the written request of the holder or holders of record of shares amounting to one-fourth (1/4) or more of the capital stock of the corporation then issued and outstanding and entitled to vote at such meeting. In calling any special meeting the Board of Directors or President shall specify in the call the purpose of the meeting; and no new matter not so specified shall be introduced or considered at such meeting or any adjournment thereof.

SECTION 4. Notice of Meeting.

Written notice of the day, place and hour of each annual meeting, and the day, place, hour and purpose of each special meeting, shall be given to the holders of record of the shares of stock of the corporation entitled to vote by mailing postage prepaid or delivering such notice in person to each such holder at his address appearing on the stock books of the corporation at

least ten days prior to such meeting. Failure to give notice of any annual meeting, or any irregularity in such notice, shall not affect the validity of any annual meeting or of any proceedings at such meeting.

SECTION 5. Quorum.

At all meetings of the stockholders there shall be present either in person or by proxy stockholders owning a majority of the shares outstanding and entitled to vote in order to constitute a quorum. Except as otherwise provided by statute or by the Certificate of Incorporation or the By-Laws of the corporation, the vote of a majority of any quorum shall be sufficient to elect directors and to pass any resolution, within the power of the holders of all the outstanding shares.

If at any annual or special meeting of the stockholders a quorum of stockholders shall not be present, a majority of those present, without notice other than announcement at the meeting, may adjourn the meeting from time to time until a quorum shall attend, whereupon any business may be transacted at the meeting as though held when originally convened. The Secretary of the corporation, or in his absence an Assistant Secretary or an appointee of the presiding officer of the meeting, shall act as the Secretary of the meeting.

SECTION 6. Voting.

At each meeting of the stockholders every stockholder of the corporation shall be entitled to one vote in person or by proxy for each share of stock having voting power, in respect of the matter on which the vote is to be taken, standing in his name on the books of the corporation, at the time of the closing of the transfer books for the meeting, or, if the books be not closed for any meeting, on the record date fixed as provided in Section 5 of Article IV of these By-Laws for determining the stockholders entitled to vote at such meeting, or if the books be not closed and no record date be fixed, at the time of the meeting; but except where the transfer books of the corporation shall have been closed or a date shall have been fixed as a record date for the determination of stockholders entitled to vote as provided in Section 5 of Article IV hereof, no share of stock shall be voted on at any election of directors which shall have been transferred on the books of the corporation within twenty (20) days next preceding such election.

At least ten (10) days before every election, a complete list of stockholders entitled to vote, arranged in alphabetical

order, shall be lodged and open to the examination of any stockholder, for said period of ten (10) days, at the place where said election is to be held, and shall be produced and kept at the time and place of election during the whole time thereof and subject to the inspection of any stockholders who may be present.

Election of directors may not be by ballot, provided, however, that by resolution duly adopted, a vote by ballot may be required.

SECTION 7. Proxies.

Any stockholder entitled to vote upon any matter at any meeting of stockholders may so vote by proxy; but no proxy shall be voted on after three (3) years from its date, unless said proxy provides for a longer period for which it shall remain in force. Every proxy shall be in writing, subscribed by the stockholder or his duly authorized attorney, but need not be sealed, witnessed or acknowledged. Proxies shall be delivered to the Secretary of the corporation before such meetings.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. Number; Method of Election; Terms of Office and Qualification.

The business, property and affairs of the corporation shall be managed and controlled by a Board of Directors and the number of directors which shall constitute the whole Board shall be not less than three (3) nor more than fifteen (15), the number thereof to be determined within such limits by resolution adopted by a majority of the directors then in office at any regular or special meeting of the Board provided that notice of such regular or special meeting shall have stated that a proposal to change the number of directors is one of the purposes of such meeting, except that such notice may be waived by any director.

The directors shall be elected at the annual meeting of stockholders, each to hold office for the term of one (1) year and until his successor shall have been duly chosen and shall have qualified, except that the directors first selected shall hold office until the first annual meeting of stockholders. Any director may resign his office at any time by delivering his resignation in writing to the corporation, and the acceptance of such resignation unless required by the terms thereof shall not be necessary to make such resignation effective. Vacancies in the

office of any director caused by death, resignation, removal or otherwise and newly created directorships resulting from an increase in the number of directors may be filled by a majority of the remaining directors though less than a quorum.

If, for any reason, the annual meeting of stockholders for the election of directors shall not be held at the time appointed by these By-Laws, the directors shall cause the election to be held as soon thereafter as conveniently may be, and the directors then in office shall continue until such election shall have been held and their successors duly chosen and qualified..

SECTION 2. Meetings.

The Board of Directors may hold its meetings and have an office and keep the books of the corporation, except as otherwise provided by the statutes of Delaware, in such place or places within or without the State of Delaware, as the Board by resolution from time to time may determine.

The Board of Directors may in its discretion provide for regular or stated meetings of the Board. Notice of regular or stated meetings need not be given. Special meetings of the Board shall be held whenever called by direction of the President or any two of the directors for the time being in office. The Secretary shall give notice of such special meeting by mailing same at least three (3) days, or by telegraphing the same at least one (1) day, before the meeting to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

At any meeting at which every director shall be present, even though without notice, any business may be transacted. No notice of any adjourned meeting need be given.

The Board of Directors shall meet as soon as practicable after election, following the annual meeting of stockholders, for the election of a President and other corporate officers as hereinafter specified, and for the transaction of any other business which may come before it. No notice of such meeting shall be necessary.

SECTION 3. Quorum.

A majority of the total number of directors shall constitute a quorum for the transaction of business; but if there shall be less than a quorum at any meeting of the Board a majority of these present may adjourn the meeting from time to time, without notice to the absent directors.

SECTION 4. Executive Committee.

The Board of Directors may appoint an Executive Committee consisting of the President and two or more other members of the Board, who shall be chosen by the vote of a majority of the whole Board at the first meeting after the annual election or as soon thereafter as possible. During the interval between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board of Directors, so far as such may be legally delegated, to manage and direct all the business and affairs of the corporation in such manner as the Committee shall deem best for its interests, except as limited from time to time by resolution of the Board of Directors. Any vacancy in the Executive Committee shall be filled by the Board of Directors.

The Committee shall adopt its own rules of procedure and may provide for regular or stated meetings. Special meetings may be called at any time by the President and shall be called at the request of any two (2) members of the Committee. No notice of regular or stated meetings need be given. Notice of any special meeting shall be given by mail or telegraph or telephone or delivered in person to each member of the Committee not less than twenty-four (24) hours before the meeting. When a meeting of the Board of Directors has been called, a meeting of the Executive Committee may be held, when the Board is not in session, at the same time and place without further notice. The Executive Committee shall keep a record of its proceedings and report the same to the Board of Directors. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

SECTION 5. Compensation of Directors.

Each member of the Board of Directors shall be paid a sum, fixed or determined as provided by the Board, for attendance at each special or regular meeting of the Board of Directors or Executive Committee; provided, that nothing herein contained shall be construed to preclude any director from serving in any other capacity and receiving compensation therefor.

ARTICLE III

OFFICERS

SECTION 1. General Provisions.

The corporate officers of the corporation shall consist of a President (who shall be chosen from the Board of Directors), one

or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as the Board of Directors or the Executive Committee may from time to time appoint. One person may hold any two offices, except the office of President, the holder of which shall occupy no other office in the corporation. The foregoing officers shall be elected by the Board of Directors at the first meeting after the first meeting of incorporators and thereafter after the stockholders' annual meeting in each year. They shall hold office, respectively, for the term of one year and until their respective successors shall have been chosen and shall have qualified, unless removed as hereinafter provided.

Any officer elected or appointed by the Board of Directors or the Executive Committee, may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

SECTION 2. President's Powers and Duties.

The President shall be the Chief Executive Officer of the corporation. He shall have general and active management of the business of the corporation; see that all orders and resolutions of the Board of Directors and Executive Committee are carried into effect; have authority to execute all contracts and agreements authorized by the Board or Executive Committee; when authorized by the Board or the Executive Committee, to sign and to affix the seal of the corporation to any instrument requiring the same, which seal shall be attested by the signature of the Secretary or Treasurer. He shall have the general supervision and direction of the other officers of the corporation, and see that their duties are properly performed.

He shall have general powers of supervision and management usually vested in the office of President of a corporation.

SECTION 3. Powers and Duties of Vice Presidents.

The Vice Presidents shall perform such duties as may from time to time be assigned to them by the Board of Directors, the Executive Committee, or the President.

SECTION 4. Powers and Duties of Secretary.

The Secretary or an Assistant Secretary shall record the proceedings of all meetings of the Board of Directors, of the stockholders and of the Executive Committee in books kept for that purpose. The Secretary shall be the custodian of the corporate seal and he or an Assistant Secretary shall affix the same to and countersign papers requiring such acts, but only on the order of

the Board of Directors, the Executive Committee, the President or a Vice President; and shall perform such other duties as may be required by the Board of Directors, the Executive Committee or the President.

SECTION 5. Powers and Duties of Treasurer.

The Treasurer and Assistant Treasurers shall have care and custody of all funds of the corporation and disburse and administer the same under the direction of the Board of Directors, the Executive Committee, the President, or designated Vice President; and shall perform such other duties as the Board, the Executive Committee, the President or the designated Vice President shall assign to them.

SECTION 6. Salaries and Appointments.

The salaries of corporate officers shall be fixed by the Board of Directors or the Executive Committee.

ARTICLE IV

CAPITAL STOCK

SECTION 1. Certificates of Stock.

Certificates of stock specifying the number of shares owned shall be issued to each stockholder in such form not inconsistent with the Certificate of Incorporation as shall be approved by the Board of Directors. Such certificates of stock shall be numbered and registered in the order in which they are issued, shall bear the seal of the corporation which may be facsimile and shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary, provided, however, that where such certificates are signed by a transfer agent and a registrar, the signatures of the President and Secretary may be facsimile. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on any such certificate or certificates, shall cease to be such officer or officers of such corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by such corporation, such certificate or certificates may nevertheless be adopted by such corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of such corporation.

SECTION 5. Closing of Transfer Books - Record Date.

The Board of Directors may fix the time, not exceeding fifty (50) days preceding the date of any meeting of stockholders or any dividend payment date or any date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, during which the books of the corporation shall be closed against transfers of stock. In lieu of providing for the closing of the books against transfers of stock as aforesaid, the Board of Directors from time to time, and at any time, may fix in advance a date, not exceeding fifty (50) days preceding the date of any meeting of stockholders or the date for the payment of any dividend or the date for any allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of and to vote at such meeting or entitled to receive such dividends or allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, as the case may be; and only stockholders of record on such date shall be entitled to notice of or to vote at such meeting or to receive such dividends or allotment of rights, or to exercise such rights in respect of any such change, conversion or exchange of capital stock, as the case may be.

ARTICLE V

DIVIDENDS AND RESERVES

Dividends upon the capital stock of the corporation may be declared from annual net profits or from net assets in excess of capital, subject to all provisions in the Certificate of Incorporation contained, by the Board of Directors at any regular or special meeting. To the extent that the corporation is engaged in the exploitation of wasting assets, the Board of Directors may determine the net profits derived from the exploitation of such wasting assets without taking into consideration the depletion of such assets resulting from lapse of time or from necessary consumption of such assets incidental to their exploitation. Before payment of any dividend or making any distribution of profits, there may be set aside out of the surplus or net profits of the corporation such sum or sums as the Board of Directors, from time to time, in its absolute discretion, thinks proper as a reserve fund to meet contingencies, or for such other purpose as the Board shall think conducive to the interests of the corporation, and any reserve so established may be abolished and restored to the surplus account by like action of the Board.

SECTION 2. Transfers of Shares.

Transfers of shares shall be made only upon the books of the corporation by the holder, in person, or by power of attorney duly executed and filed with the Secretary of the corporation, and on the surrender of the certificate or certificates of such shares, properly assigned.

SECTION 3. Lost, Stolen or Destroyed Certificates.

Whenever a person to whom a certificate of stock of the corporation has been issued alleges that it has been lost, stolen or destroyed, he shall file in the office of the corporation an affidavit setting forth the time, place and circumstances of the loss, theft or destruction to the best of his knowledge and belief and the Board of Directors or a duly authorized officer may, in their discretion, require the owner of the lost or destroyed certificate, or his legal representatives to deliver a bond to the corporation, in such sum as the Board of Directors or a duly authorized officer may direct or approve, with one or more sufficient sureties, approved by said Board or such officer, conditioned to indemnify the corporation and all persons against any claim that may be made against it or them on account of the alleged loss or theft of any such certificate, or in consequence of a new certificate being issued in lieu of the certificate alleged to have been lost, stolen or destroyed. The Board of Directors may delegate authority to the President or any Vice President of the corporation to require an indemnity bond and to fix or approve the amount of such bond and to pass upon the responsibility of the surety executing such bond.

SECTION 4. Transfer Agent and Registrar; Regulations.

The corporation shall, if and whenever the Board of Directors shall so determine, maintain one or more transfer offices or agencies, each in charge of a transfer agent designated by the Board of Directors, where the shares of the capital stock of the corporation shall be directly transferable, and also one or more registry offices, each in charge of a registrar designated by the Board of Directors, where such shares of stock shall be registered, and no certificate for shares of the capital stock of the corporation in respect of which a transfer agent and registrar shall have been designated, shall be valid unless countersigned by such transfer agent and registered by such registrar. The Board of Directors may also make such additional rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates for shares of the capital stock of the corporation.

ARTICLE VISEAL

The Seal of the corporation shall bear the corporate name of the corporation engraved in a circle, inside of which words shall appear the words "Corporate Seal, Delaware."

ARTICLE VIIWAIVER

Whenever any notice whatever is required to be given by statute or under the provisions of the Certificate of Incorporation, or By-Laws of this corporation, a waiver thereof in writing or by telegram signed or sent by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VIIIFISCAL YEAR

The fiscal year of the corporation shall begin with January first and end with December thirty-first.

ARTICLE IXAMENDMENTS

The Board of Directors from time to time shall have the power to make, alter, amend or repeal any and all of the By-Laws at any regular or special meeting by the affirmative vote of all the directors, or, if notice of the regular or special meeting shall have stated that the alteration, amendment or repeal of the By-laws is one of the purposes of the meeting, then by the affirmative vote of a majority of all the directors, but any By-Laws so made, altered, amended or repealed by the Board of Directors may be altered or repealed by the stockholders.

ADOPTED: April 27, 1953



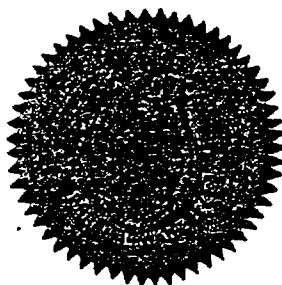
Office of Secretary of State

*I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Agreement of Consolidation between the "PARK UTAH CONSOLIDATED MINES COMPANY", a corporation organized and existing under the laws of the State of Delaware and "SILVER KING COALITION MINES COMPANY", a corporation organized and existing under the laws of the State of Nevada forming a new company under the name of "UNITED PARK CITY MINES COMPANY" as received and filed in this office the eighth day of May, A.D. 1953, at 11 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this eight day
of May in the year of our Lord
one thousand nine hundred and fifty-three.*



FORM 121

John N. McDowell
Secretary of State

M. D. Tomlinson
Ass't. Secretary of State

00400031

State of Delaware
New Castle County

ss.

I, Burton S. Heal,

Recorder of

Deeds for New Castle County, Delaware, do hereby certify that Certified Copy of

Certificate of Agreement of Consolidation between the "PARK UTAH CONSOLIDATED MINES COMPANY", a corporation organized and existing under the laws of the State of Delaware and "SILVER KING COALITION MINES COMPANY", a corporation organized and existing under the laws of the State of Nevada forming a new company under the name of "UNITED PARK CITY MINES COMPANY", as received and filed in the Office of the Secretary of State the eighth day of May A. D. 1953

was received for record in this office on May 8, 1953

and the same appears of record in the Recorder's Office for said County.

Witness my hand and Official Seal, this Eighth

day of

May, A.D. 1953.

Burton S. Heal

Recorder.

STATE OF UTAH
COUNTY OF SALT LAKE

ss.

C0400032

I, Alvin Keddington, Clerk in and for the County of Salt Lake and Ex-Officio Clerk of the District Court of the Third Judicial District in and for Salt Lake County, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original Agreement of Consolidation and Articles of Incorporation

Merging: Park Utah Consolidated Mines Company, a Delaware Corporation qualified in the State of Utah No. 928, and Silver King Coalition Mines Company, a Nevada Corporation qualified in the State of Utah No. 443

Into

United Park City Mines Company - not qualified in the State of Utah, the surviving Corporation

No. 3269

(Delaware)
(Foreign)

as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal, this 13th
day of May, A. D. 19 53

ALVIN KEDDINGTON

Clerk

By

Helen Lloyd

Deputy Clerk

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, WALTER DENT SMITH, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger and Consolidation between the "ONTARIO SILVER MINING COMPANY", and "PARK UTAH CONSOLIDATED MINES COMPANY", under the name of the "PARK UTAH CONSOLIDATED MINES COMPANY", as received and filed in this office the ninth day of July, A. D. 1936, at 11 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover, this ninth day of July in the year of our Lord one thousand nine hundred and thirty-six.

(Seal)

WALTER DENT SMITH
Secretary of State

ENDORSED

NUMBER 928 Foreign

STATE OF UTAH
SALT LAKE COUNTY CORPORATION

~~Agreement of Merger between the Ontario Silver~~
~~and Utah Silver Mining Companies~~
Mining Company and the

PARK UTAH CONSOLIDATED MINES COMPANY

Filed in the Clerk's office,
Salt Lake County, Utah.

April 13, 1939

WILLIAM J. KORTH COUNTY CLERK.

By Geneva Caldwell
Deputy Clerk.

STATE OF UTAH

COUNTY OF SALT LAKE

ss.

I, William J. Korth, Clerk in and for the County of Salt Lake and Ex-Officio Clerk of the District Court of the Third Judicial District in and for Salt Lake County, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the ~~original~~.....

CERTIFIED COPY OF AGREEMENT OF MERGER AND CONSOLIDATION BETWEEN THE
ONTARIO SILVER MINING COMPANY AND PARK UTAH CONSOLIDATED MINES COMPANY,
UNDER THE NAME OF THE

PARK UTAH CONSOLIDATED MINES COMPANY (Delaware)

Number 928 Foreign

as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal, this 13th
day of April A. D. 1939....

William J. Korth Clerk
By Geneva Caldwell Deputy Clerk

STATE OF NEVADA,

County of Ormsby,

ss.

I, E.O. Patterson, County Clerk, of Ormsby County, State of Nevada,
 and ex-officio Clerk of the District Court, in and for the County of Ormsby, do hereby certify
 that the foregoing is a full, true and correct copy of the original Articles of Incorporation
 of the "SILVER KING COALITION MINES COMPANY."

which now remains on file and of record in my office in Carson City, in said county.

In testimony whereof, I have hereunto set my hand and affixed
 my official Seal, at Carson City, in said County and State
 this 20th day of May A. D. 1907

(SEAL)

E.O. Patterson, Clerk.

I, W.G.Douglass,, the duly elected, qualified and
acting Secretary of State of the State of Nevada, do hereby cer-
tify that the foregoing is a true, full and correct
copy of the original certified copy of the articles of incorporation
of the "SILVER KING COALITION MINES COMPANY"+++

now on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my
office, in Carson City, Nevada, this 1st
day of June,, A. D. 1907

W.G.Douglass,

Secretary of State.

By J. M. Legale
Deputy



Whereas, PARK UTAH MINING COMPANY

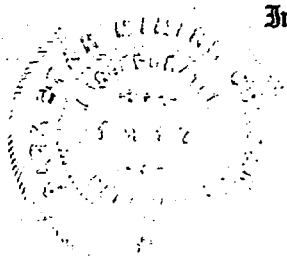
was duly incorporated under the laws of ... DELAWARE on the
 23rd day of January A. D. 1917, and

WHEREAS, the said corporation is now doing business, or is desirous of doing business
 within the State of Utah;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the said cor-
 poration, that the provisions of the Constitution of the State of Utah are hereby accepted as
 binding upon said corporation, and

BE IT FURTHER RESOLVED, that STUART G. TAYLOR
 residing in the City of SALT LAKE, County of SALT LAKE
 in the State of Utah, that being the County in which the principal place of business of this cor-
 poration is now, or is about to be situated, be and he is hereby appointed the Attorney or
 Agent of said corporation upon whom process issued by authority of or under any law of the
 State may be served.

We, WALLACE M. BRANSFORD VICE President, and STUART G. TAYLOR
 Secretary of said corporation, do hereby certify that the foregoing is a full, true and correct
 copy of a resolution adopted by the Board of Directors of said corporation, on the
 24th day of MAY A. D. 1917.



In Witness Whereof, we have subscribed our names and affixed
 the corporate seal of said corporation this
 5th day of JULY A. D. 1917

Wallace M. Bransford
 Vice-President.
Stuart G. Taylor
 Secretary.

United States of America, }
 TERRITORY OF UTAH, } ss.
 COUNTY OF SALT LAKE }

John C. Leutter, Clerk of the Probate
 Court in and for the aforesaid County, under and by the direction of
 Hon. *Elias A. Smith*, Judge of the said Court,

do hereby certify that on November 22nd AD 1884 the

"Italy Spring Company"

has duly filed in my said office the Agreement of Incorporation, duly
 acknowledged, together with the oath of the incorporators and oath of
 office and bond of each officer, as required by acts of the Governor and Leg-
 islative Assembly of the Territory of Utah, entitled "An Act Compiling
 and Amending the Laws relating to Private Corporations," approved
 March 13th, 1884.



In witness whereof I have hereunto set
 my hand and affixed the seal of said
 Court, this 22nd day
 of November 1884.

John C. Leutter

Probate Clerk.

TERRITORY OF UTAH, }
 COUNTY OF SALT LAKE, } ss.

I hereby approve of the issuance of the foregoing Certificate.

Elias A. Smith

Probate Judge.

United States of America, }
 TERRITORY OF UTAH, } ss.
 COUNTY OF SALT LAKE }

I John C. Cutler, Clerk of the Probate Court in and for the aforesaid County, under and by the direction of Hon. Elias A. Smith, Judge of the said Court, do hereby certify that on November 22nd A.D. 1884 the Daly Mining Company has duly filed in my said office the Agreement of Incorporation, duly acknowledged, together with the oath of the incorporators and oath of office and bond of each officer, as required by acts of the Governor and Legislative Assembly of the Territory of Utah, entitled "An Act Compacting and Amending the Laws relating to Private Corporations," approved March 13th, 1884.

In witness whereof I have hereunto set my hand and affixed the seal of said Court, this 22nd day of November 1884.

(Seal)

John C. Cutler
 Probate Clerk.

TERRITORY OF UTAH, }
 COUNTY OF SALT LAKE, } ss.

I hereby approve of the issuance of the foregoing Certificate.

Elias A. Smith
 Probate Judge.

00400041

TERRITORY OF UTAH.

} ss.

County of Salt Lake.

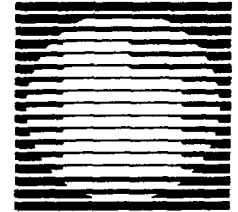
I, JOHN C. CUTLER, Clerk of the Probate Court in and for the County of Salt Lake, in the Territory of Utah, do hereby certify that the foregoing is a full, true and correct copy of the article of
Incorporation of the "Daly Mining
Company and Order and Certificate
as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court, this
25th day of November A.D. 18 84

John C. Cutler
Probate Clerk.

Deputy





STATE OF UTAH
DEPARTMENT OF
BUSINESS REGULATION

NORMAN H. BANGERTER, GOVERNOR
WILLIAM E. DUNN, EXECUTIVE DIRECTOR

RESPONSE DATE 12-17-87

FILE # DB 7023

THIS IS IN RESPONSE TO YOUR INQUIRY OF _____

THE RECORDS OF THIS OFFICE INDICATE THAT PARK CITY VENTURES - copy of expired DBA
ATTACHED.

_____ CHANGED ITS NAME TO _____

_____ IS NOT OF RECORD IN THIS OFFICE AS EITHER A UTAH DOMESTIC OR FOREIGN
CORPORATION.

_____ IS A UTAH CORPORATION INCORPORATED _____

_____ IS A _____ CORPORATION QUALIFIED TO DO BUSINESS IN UTAH _____

_____ IS IN GOOD STANDING. THE FEE FOR A CERTIFICATE OF GOOD STANDING IS \$10.00.

_____ A STATEMENT OF THE NAMES AND ADDRESSES OF THE REGISTERED AGENT,
DIRECTORS & OFFICERS IS ON FILE IN THIS OFFICE. A COPY OF THIS REPORT MAY BE
OBTAINED FOR \$1.00.

_____ A STATEMENT OF THE NAMES AND ADDRESSES OF THE REGISTERED AGENT,
DIRECTORS AND OFFICERS HAS NOT BEEN FILED WITH THIS OFFICE.

_____ AN AGENT FOR SERVICE OF PROCESS HAS NOT BEEN ASSIGNED.

_____ IS DELINQUENT IN FILING IT'S ANNUAL REPORT.

_____ WAS SUSPENDED _____

_____ WAS DISSOLVED _____ INVOLUNTARILY _____ VOLUNTARILY, DISSOLUTION DATE _____

_____ WITHDREW FROM UTAH _____

_____ HAD ITS CERTIFICATE OF AUTHORITY REVOKED _____

_____ CHARTER EXPIRED _____

_____ MERGED INTO _____ DATE _____

_____ COPIES OF BYLAWS AND NAMES OF THE SHAREHOLDERS ARE NOT ON FILE IN THIS
OFFICE.

_____ OTHER _____

IF YOU HAVE ANY FURTHER QUESTIONS PLEASE REFER TO THE FILE NUMBER LISTED
ABOVE IN FUTURE INQUIRIES.

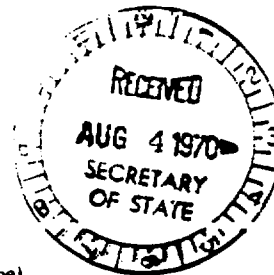
THANK YOU,

DJ

Office Specialist

7023
00400043

Filing Fee: \$1.00



CERTIFICATE

(Regarding transacting of business under an assumed name)

EXPIRED

The undersigned who are (is) carrying on conducting or transacting business under an assumed name, certify that the assumed name is **PARK CITY VENTURES, a partnership**

Complete Address. **Park City Ventures
1849 West North Temple
Salt Lake City, Utah 84116**

And that the full true name or names, of the person or persons owning and the person or persons carrying on, conducting or transacting such business with their post office addresses are as follows:

Names	Addresses
<u>The Anaconda Company, a general</u>	<u>25 Broadway</u>
<u>partner</u>	<u>New York, New York 10004</u>
<u>American Smelting and Refining Co.,</u>	<u>120 Broadway</u>
<u>a general partner</u>	<u>New York, New York 10005</u>

Signatures of persons named above

THE ANACONDA COMPANY

By *J. M. [Signature]*
Its *Vice President*

AMERICAN SMELTING AND REFINING COMPANY

By *[Signature]*
Its *Vice President*

AKC-4-70 sec cja

AKC-4-70

100

00400044



#7023



NEW YORK, N.Y.
SEP 8 1964
U.S. AIR MAIL

DAVID S. MONROE
Director, Secretary of State
203 STATE CAPITOL BUILDING
SALT LAKE CITY, UTAH 84143

CORPORATION INFORMATION

114062 ATLANTIC RICHFIELD COMPANY DE
 STATUS: GOOD STANDING DATE: 00/00/00 CODE: 0 TYPE: 15 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: C T CORPORATION SYSTEM INCORP-ACT-DATE: 04/30/1985
 136 SO MAIN STREET # 608 AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 01/04/80
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT/DIRECTOR VICE PRESIDENT/TREASURER SECRETARY
 ROBERT E. WYCOFF CAARON COOPER HOWARD L. EDWARDS
 515 SOUTH FLOWER STREET 515 SOUTH FLOWER STREET 515 SOUTH FLOWER STREET
 LOS ANGELES, CALIFORNIA LOS ANGELES, CALIFORNIA LOS ANGELES, CALIFORNIA
 90071 OFFR-RES: 00/00/00 90071 OFFR-RES: 00/00/00 90071 OFFR-RES: 00/00/00
 CORPORATION TYPE: F CORPORATION KIND: 04

REMARKS: Y	STATED CAPITAL: 545,010,784	
ADDITIONAL SHARES: Y	AUTHORIZED	ISSUED
CLASS	DATE	NUMBER
COMMON	12/31/87	600,000,000
PREFERENCE	12/31/87	245,714
PAR VALUE	DATE	NUMBER
2.5000	01/04/80	543,107,503
3.0000	01/04/80	1,213,101

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK _

CORPORATION INFORMATION

* * R E M A R K S * *

01 6-3-35 MERGER OF ATLANTIC RICHFIELD COMPANY FILE #27931 INTO ATLANTIC
02 RICHFIELD DELAWARE CORPORATION, A DELAWARE CORP. THE SURVIVOR (HOME STATE
03 5-7-35) CHANGE OF NAME TO ATLANTIC RICHFIELD COMPANY, FORMERLY KNOWN AS
04 ATLANTIC RICHFIELD DELAWARE CORPOPATION
05 7-13-35 CERTIFICATE OF RETIREMENT OF SHARES

1-SCREEN 1; 2-SCREEN 2; R-UPDATE REMARKS _

CORPORATION INFORMATION

027931 ATLANTIC RICHFIELD COMPANY PA
 STATUS: MERGED DATE: 06/03/85 CODE: 0 TYPE: 50 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: C T CORPORATION SYSTEM INCORP-ACT-DATE: 04/16/1952
 136 SO MAIN STREET # 608 AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 03/05/85
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT VICE PRESIDENT/TREASURER SECRETARY
 W. F. KIESCHNICK CAMERON COOPER HOWARD L. EDWARDS
 515 SOUTH FLOWER STREET 515 SOUTH FLOWER STREET 515 SOUTH FLOWER STREET
 LOS ANGELES, CA LOS ANGELES, CA LOS ANGELES, CA
 90071 OFFR-RES: 00/00/00 90071 OFFR-RES: 00/00/00 90071 OFFR-RES: 00/00/00
 CORPORATION TYPE: F CORPORATION KIND: 04

REMARKS: Y	STATED CAPITAL: 1541,225,484	
ADDITIONAL SHARES: Y	AUTHORIZED	ISSUED
CLASS	PAR VALUE	DATE
COMMON	2.5000	10/09/84
PREFERRED	.0000	03/25/85
		NUMBER
		600,000,000
		5,709,185
		DATE
		03/05/85
		03/05/85
		NUMBER
		250,929,221
		2,163,734

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK _

CORPORATION INFORMATION

* * R E M A R K S * *

01 9-2-52 AMENDED ARTICLES OF INCORPORATION
02 6-11-56 AMENDED ARTICLES OF INCORPORATION
03 6-14-61 AMENDED ARTICLES OF INCORPORATION
04 5-16-66 CHANGE OF NAME TO ATLANTIC RICHFIELD COMPANY
05 4-18-68 TWO CERTIFIED COPIES FILED AS TO STOCK
06 8-15-68 FILED CERTIFIED COPY OF AMENDMENT
07 5-28-68 CERTIFIED COPY OF MERGER OF SINCLAIR OIL CORPORATION (N.Y. & QU.)
08 INTO ATLANTIC RICHFIELD COMPANY
09 2-2-70 CERTIFIED COPY OF REDUCTION OF AUTHORIZED SHARES
10 2-16-71 AMENDED ARTICLES OF REDUCTION OF SHARES
11 1-22-73 CERTIFIED COPY OF REDUCTION OF SHARES
12 2-11-74 CERTIFIED COPY OF REDUCTION OF SHARES
13 1-14-75 CERTIFIED COPY OF REDUCTION OF SHARES
14 1-12-76 CERTIFIED COPY OF REDUCTION OF SHARES
15 6-14-76 INCREASED AUTHORIZED SHARES OF COMMON TO 150,000,000 @ \$5.00 PAR
16 1-29-77 DECREASED AUTHORIZED SHARES TO 1,020,536 PREFERENCE @ \$1.00 PAR
17 & 15,220,677 CUM PREFERENCE @ \$1.00 PAR, RETAINING 150,000,000 SHARES OF
18 COMMON @ \$5.00 PAR & 352,000 PREFERRED @ \$100.00 PAR
19 2-22-77 DECREASED AUTHORIZED SHARES TO 150,000,000 COMMON. 352,000
20 PREFERRED 1,020,536 PREFERENCE AND 15,330,677 PREFERENCE STOCK
* * MORE EXIST * * "REL" FOR NEXT ONE; OTHERWISE HIT "HELP"

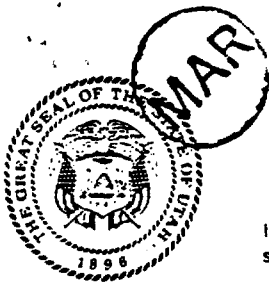
CORPORATION INFORMATION

01 3-19-79 DECREASED AUTHORIZED SHARES TO PREFERRED TO 11,052,611 VARIABLE PAR
02 RETAINING 150,000,000 COMMON @ \$5.00 PAR
03 3-14-80 DECREASED AUTHORIZED SHARES OF PREFERRED TO 8,796,151 VARIABLE
04 PAR, RETAINING 150,000,000 COMMON @ \$5.00 PAR
05 9-11-80 INCREASED AUTHORIZED SHARES OF COMMON TO 300,000,000 @ \$.250 PAR
06 RETAINING 8,796,151 VARIABLE PAR
07 2-23-81 CERTIFICATE OF REDUCTION OF AUTHORIZED SHARES TO 7,277,773
08 PREFERRED @ VARIABLE PAR, RETAINING 300,000,000 COMMON @ \$2.50 PAR
09 2-16-82 CERTIFICATE OF REDUCTION OF AUTHORIZED SHARES TO 6,773,479
10 PREFERRED @ VARIABLE PAR, RETAINING 3000,000,000 COMMON @ \$2.50 PAR AND
11 352,000 PREFERRED @ VARIABLE PAR
12 3-3-82 MERGER OF THE ANACONDA COMPANY, A DELAWARE CORP. #70154 INTO
13 ATLANTIC RICHFIELD COMPANY, A PA CORP. THE SURVIVOR, (HOME STATE 12-24-81)
14 2-21-83 STATEMENT OF REDUCTION OF SHARES TO 6,712,381 @ VARIABLE PAR,
15 RETAINING 300,000,000 COMMON @ \$2.50 PAR
16 2-28-84 REDUCTION OF AUTHORIZED SHARES TO 6,377,484 PREFERRED @ VARIABLE
17 PAR & 300,000,000 COMMON @ \$2.50 PAR
18 10-9-84 INCREASED AUTHORIZED SHARES OF COMMON TO 600,000,000 @ \$2.50 PAR,
19 RETAINING 6,377,484 PREFERRED @ VARIABLE PAR
20 3-25-85 STATEMENT OF REDUCTION OF SHARES, DECREASING PREFERENCE STOCK TO
** MORE EXIST ** "REL" FOR NEXT ONE; OTHERWISE HIT "HELP" _

CORPORATION INFORMATION

01 5,709,185 RETAINING 600,000,000 COMMON @ \$2.50 PAR
02 6-3-85 MERGED INTO ATLANTIC RICHFIELD DELAWARE CORPORATION A DELAWARE
03 CORP. THE SURVIVOR (HOME STATE 5-7-85) SEE FILE #114962

1-SCREEN 1; 2-SCREEN 2; R-UPDATE REMARKS _



DEPARTMENT OF BUSINESS REGULATION
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

CORPORATION ANNUAL REPORT

In compliance with Section 16-10-121 & 122, and Section 16-10-12 or 16-10-110, U.C.A., 1953, the following report and if applicable the statement of change of registered office and/or agent is submitted: (PLEASE TYPE OR PRINT CLEARLY!)

00400051

6705-26
Rev. 1/86
STATE OF UTAH

1. ITEM #1 MUST BE COMPLETED

EXACT CORPORATE NAME The Anaconda Company
REGISTERED AGENT CT Corporation System
REGISTERED OFFICE 170 South Maine, Suite 1500
Salt Lake City UT 84101

2. IF NEW REGISTERED AGENT AND/OR OFFICE, PLEASE COMPLETE

New Registered Agent _____
(Registered agent's signature)
New Registered Office _____ City _____ State UTAH Zip _____
(Street Address)
(With the above change, the address of the registered office and the address of the business office of the registered agent are identical.)

3. INCORPORATED UNDER THE LAWS OF North Dakota (STATE OR COUNTRY).

4. IF INCORPORATED OUTSIDE THE STATE OF UTAH, GIVE THE ADDRESS OF THE PRINCIPAL OFFICE IN THE STATE OR COUNTRY OF INCORPORATION.

314 E. Thayer Avenue City Bismarck State or Country ND Zip 58501
(Street Address)

5. TYPE OF BUSINESS CONDUCTED IN UTAH Inactive Nameholder

6. NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS.

	NAME	STREET ADDRESS	CITY, STATE, ZIP
President			
Vice-President			
Secretary			
Treasurer			

SCHEDULE ATTACHED

7. DIRECTORS: (UTAH LAW REQUIRES AT LEAST 3 DIRECTORS.)

	NAME	STREET ADDRESS	CITY, STATE, ZIP
1.			
2.			
3.			

SCHEDULE ATTACHED

8. AUTHORIZED SHARES (DO NOT CHANGE THE INFORMATION LISTED.)

Number of Shares Authorized	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
<u>1,000</u>	<u>Common</u>		<u>\$ 1.00</u>	<u>0</u>

9. NUMBER OF SHARES ISSUED (MUST BE COMPLETED)

Number of Shares Issued	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
<u>1,000</u>	<u>Common</u>		<u>\$ 1.00</u>	<u>0</u>

10. STATED CAPITAL AS OF DATE OF THIS REPORT (Number of Shares Issued X Par Value.) \$ 1,000.00

Under the penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered office and/or agent has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

11. BY Louis S. Battista
Authorized Officer
(*If Registered Agent and/or Registered Office has been changed on this form, said change must be authorized by a resolution adopted by the Board of Directors, and The President or Vice President must sign the report.)

12. Louis S. Battista, Assistant Secretary
Title or Position

13. DATE January 15 19 87

FEE \$5.00

Make Check payable to Annual Report Section

*PURSUANT TO SECTIONS 16-10-121 and 122, U.C.A., ALL CORPORATIONS MUST FILE THEIR ANNUAL REPORTS WITHIN THE MONTH OF THEIR ANNIVERSARY DATE. FAILURE TO DO SO WILL RESULT IN SUSPENSION OF THE CORPORATIONS CHARTER.

Send Report &
Remittance to:

Annual Report Section
160 EAST 300 SOUTH 2ND FLOOR
P.O. Box 45801
Salt Lake City, Utah 84145-0801
(801) 530-6012

DO NOT CHANGE OR ALTER THIS FORM

1075705007

812

697571
00400052
COMPANY NAME The Anaconda Company
F.E.I.N. 13-2895858

LIST OF OFFICERS & DIRECTORS

NAME TITLE BUSINESS ADDRESS	HOME ADDRESS	S.S. NUMBER	TENURE
HENRY H. PAIGE Director and President 515 S. Flower Street Los Angeles, CA 90071	1540 Kenmore Rd. Pasadena, CA 91106	294-28-7311	12/02/85 thru 12/07/87
KENNETH R. DICKERSON Director and Vice President 515 S. Flower Street Los Angeles, CA 90071	855 Hillcrest Ave. LaCanada-Flintridge, CA 91011	462-50-1342	12/02/85 thru 12/07/87
HOWARD L. EDWARDS Directors, Vice President, Secretary 515 S. Flower Street Los Angeles, CA 90071	756 Greenridge Dr. LaCanada-Flintridge, CA 91011	543-26-3665	12/02/85 thru 12/07/87
MARIE L. KNOWLES Treasurer 515 S. Flower Street Los Angeles, CA 90071	5614 Naples Canal Long Beach, CA 90803	565-70-9053	09/22/86 thru 12/07/87
GERALD D. SECUNDY Assistant Treasurer 515 S. Flower Street Los Angeles, CA 90071	222 S. Grand Ave. Pasadena, CA 91105	579-54-3472	12/02/85 thru 12/07/87
LOUIS S. BATTISTA Assistant Secretary 515 S. Flower Street Los Angeles, CA 90071	1555 Knollwood Terrace Pasadena, CA 91105	072-34-5860	09/01/86 thru 12/07/87
BARBARA M. HINDS Assistant Secretary 515 S. Flower Street Los Angeles, CA 90071	694 Frontier Ct. Anaheim Hills, CA 92807	547-76-5178	12/02/85 thru 12/07/87

PAP
12/27/86
Nameholders



Finance
515 South Flower Street
Mailing Address: Box 2679 - T.A.
Los Angeles, California 90051
Telephone 213 486 1416

Iris R. Robin, CPA
Manager
State Income and Franchise Tax

697077

00400053

February 25 1987

Annual Report Section
160 East 300 South 2nd Floor
P.O. Box 45801
Salt Lake City UT 84145-0801

Re: The Anaconda Company
Federal I.D. No.: 13-2895858
State Reference: _____

Gentlemen:

Enclosed is our Corporation Annual Report
as required by your office
for the year 1987 together with check number 4168
payable to Annual Report Section - Utah
in the amount of \$ 5.00.

Please address all correspondence to:

The Anaconda Company
c/o Atlantic Richfield Company
Tax Department - AP-4821
515 South Flower Street
Los Angeles, California 90071

Any questions concerning this report may be addressed to the
report preparer indicated below.

Sincerely,

Iris R. Robin

Iris R. Robin

IRR:sw
Enclosure
Report Preparer: P Pires
File No.: 0005-059-5801

Form 10

CORPORATION INFORMATION

007077 ANACONDA COMPANY, THE N.D.
 STATUS: GOOD STANDING DATE: 00/00/00 CODE: 0 TYPE: 15 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: C T CORPORATION SYSTEM INCORP-ACT-DATE: 03/03/1982
 136 SO MAIN STREET # 608 AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 03/12/87
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT/DIRECTOR V PRES/SECRETARY/DIRECTOR TREASURER
 HENRY H. PAIGE HOWARD L. EDWARDS MARIE L. KNOWLES
 515 SO. FLOWER ST. 515 SO. FLOWER ST. 515 SO. FLOWER ST.
 LOS ANGELES, CA. LOS ANGELES, CA. LOS ANGELES, CA.
 90071 OFFR-RES: 00/00/00 90071 OFFR-RES: 00/00/00 90071 OFFR-RES: 00/00/00
 CORPORATION TYPE: F CORPORATION KIND: 04

REMARKS: N		STATED CAPITAL:		1,000		ISSUED	
ADDITIONAL SHARES: N		AUTHORIZED					
CLASS	PAR VALUE	DATE	NUMBER	DATE	NUMBER		
COMMON	1.0000	00/00/00	1,000	03/12/87	1,000		
	.0000	00/00/00	0	00/00/00	0		

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK _

CORPORATION INFORMATION

070154 ANACONDA COMPANY, THE DE
 STATUS: MERGED DATE: 03/03/82 CODE: 0 TYPE: 78 PROFIT: 8
 FOREIGN CORP. NAME:
 REG. AGENT: C T CORPORATION SYSTEM INCORP-ACT-DATE: 03/21/1976
 136 SO MAIN STREET # 608 AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 03/21/76
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT/DIRECTOR VICE PRESIDENT/DIRECTOR SECRETARY
 RALPH F. COX JAMES L. MARVIN PAUL S. BILGOS
 555 17TH STREET 555 17TH STREET 555 17TH STREET
 DENVER, CO DENVER, CO DENVER, CO
 30217 OFFER-RES: 00/00/00 30217 OFFER-RES: 00/00/00 30217 OFFER-RES: 00/00/00
 CORPORATION TYPE: F CORPORATION KIND: 04

REMARKS: Y

STATED CAPITAL:

0

ADDITIONAL SHARES: N

AUTHORIZED

ISSUED

CLASS	PAR VALUE	DATE	NUMBER	DATE	NUMBER
	1.0000	00/00/00	1,000	00/00/00	0
	.0000	00/00/00	0	00/00/00	0

2-SCREEN 2; 5-REMARKS; 6-FORWARD; 7-BACK _

CORPORATION INFORMATION

* * F E M A R K S * *

01 2-10-77 MERGER OF ANACONDA DELAWARE CORPORATION, A DEL. CORP. OVLIFTED
 02 #070317 INTO ATLANTIC RICHFIELD DELAWARE CORPORATION THE SURVIVOR, CHANGED
 03 THEIR NAME TO ANACONDA COMPANY, THE.
 04 2-2-82 MERGED INTO ATLANTIC RICHFIELD COMPANY, A PA CORP. THE SURVIVOR
 05 (NOTE STATE 12-24-91) SEE FILE #027031

1-SCREEN 1; 2-SCREEN 2; 3-UPDATE RECORDS

CORPORATION INFORMATION

072317 ANACONDA DELAWARE CORPORATION DE
 STATUS: MERGED DATE: 03/10/77 CODE: 0 TYPE: 50 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: C T CORPORATION SYSTEM INCORP-ACT-DATE: 10/07/1976
 135 SO MAIN STREET # 608 AGMT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 10/07/76
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT/DIRECTOR VICE PRESIDENT/DIRECTOR SECRETARY/TREASURER
 WILLIAM D. MILLER RICHARD B. STEINMETZ, JR. L. THOMAS Houser
 1271 AVE OF THE AMERICAS 1271 AVE OF THE AMERICAS 1271 AVE OF THE AMERICAS
 NEW YORK, NEW YORK NEW YORK, NEW YORK NEW YORK, NEW YORK
 00000 OFFR-RES: 00/00/00 00000 OFFR-RES: 00/00/00 00000 OFFR-RES: 00/00/00
 CORPORATION TYPE: F CORPORATION KIND: 04

REMARKS: Y		STATED CAPITAL:		0	
ADDITIONAL SHARES: N		AUTHORIZED		ISSUED	
CLASS	PAR VALUE	DATE	NUMBER	DATE	NUMBER
COMMON	1.0000	00/00/00	1,000	00/00/00	0
	.0000	00/00/00	0	00/00/00	0

2-SCREEN 2; R-REMARKS; F-FORWARD; P-PACK _

CORPORATION INFORMATION

* * R E M A R K S * *

01 3-10-77 MERGED INTO ATLANTIC RICHFIELD DELAWARE CORPORATION, A DEL. CORP.
02 & QUALIFIED THE SURVIVOR INCREASING AUTHORIZED SHARES TO 75,000,000
03 COMMON @ \$1.00 PAR & 25,000,000 VOTING PREFERRED @ \$1.00 PARR &
04 25,000,000 NON-VOTING PREFERRED @ \$1.00 PAR (HOME STATE 2-3-77)
05 THE SURVIVOR, FILE #070154

1-SCREEN 1; 2-SCREEN 2; 3-UPDATE REMARKS _

CORPORATION INFORMATION

026025 ANACONDA COMPANY, THE MT
 STATUS: MERGED DATE: 03/10/77 CODE: 0 TYPE: 50 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: C T CORPORATION SYSTEM INCORP-ACT-DATE: 10/04/1948
 136 SO MAIN STREET # 608 AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 34101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 10/04/48
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 DIRECTOR DIRECTOR DIRECTOR
 CLYDE E. WEED C. M. BRINCKERHOFF E. S. MCGLONE
 25 BROADWAY 25 BROADWAY 25 BROADWAY
 NEW YORK, NEW YORK NEW YORK, NEW YORK NEW YORK, NEW YORK
 00000 OFFR-RES: 00/00/00 00000 OFFR-RES: 00/00/00 00000 OFFR-RES: 00/00/00
 CORPORATION TYPE: F CORPORATION KIND: 04

REMARKS: Y		STATED CAPITAL:		ISSUED	
ADDITIONAL SHARES: N		AUTHORIZED			
CLASS	PAR VALUE	DATE	NUMBER	DATE	NUMBER
	.0000	00/00/00	15,000,000	00/00/00	0
	.0000	00/00/00	0	00/00/00	0

2-SCREEN 2; 3-REMARKS; 4-FORWARD; 5-BACK

CORPORATION INFORMATION

* * R E M A R K S * *

01 6-22-55 CHANGE OF NAME TO ANACONDA COMPANY, THE
 02 10-7-53 AGENT CHANGE TO GEORGE A. CRITCHLOW, & A. W. WATSON, & NED WABNOCK
 03 OF 1320-1325 CONTINENTAL BANK BLDG. SLC, UTAH
 04 2-19-60 AMENDMENT DEALING WITH THE NUMBER OF DIRECTORS
 05 2-18-64 AMENDMENTS DECREASING THE CAPITAL STOCK
 06 7-10-64 INCREASING AUTHORIZED SHARES TO 11,564,396 SHARES @ \$50.00 PAR, &
 07 15,000,000 SHARES AT NC PAR
 08 2-30-67 INCREASING CAPITAL STOCK
 09 9-5-69 RESTATED ARTICLES
 10 1-2-73 MERGER OF INTERNATIONAL SMELTING AND REFINING CO. INTO ANACONDA CO.
 11 THE SURVIVOR, SEE FILE #026085
 12 3-10-77 MERGED INTO ANACONDA DELAWARE CORPORATION A DEL. CORP. THE
 12 SURVIVOR (HOME STATE 2-3-77) SEE FILE #070317

1-SCREEN 1; 2-SCREEN 2; 3-UPDATE REMARKS _

FILED in the office of the Lieutenant Governor
of the State of Utah, on the 3rd
day of March, A.D. 19 82

DAVID S. JOHNSON
Lieutenant Governor

File in Duplicate

Filing Clerk 103 50 APPLICATION FOR CERTIFICATE OF AUTHORITY
THE ANACONDA COMPANY

97077

(exact corporate name)

1. A corporation of the state of North Dakota, incorporated February 23, 19 77, hereby applies for a Certificate of Authority to transact business in the state of Utah.
2. The Corporation period of duration is perpetual.
3. The address of the corporation in the state of incorporation is _____.
4. The registered agent in Utah and the street address of the registered office in Utah are:
C T CORPORATION SYSTEM, 175 South Main Street,
c/o C T Corporation System, Salt Lake City, Utah 84111.
5. The business purposes to be pursued in Utah are: Diversified natural resources company.

RECEIVED
17 CON/SEC OF STATE
MAR 2 5 1982

6. The names and address of corporation directors and officers are:

Director

Director

Director

See attached

President

Vice President

Secretary

Treasurer

7. The aggregate number of shares corporation has authority to issue. (Itemize by class or series if applicable.)

Number of Shares	Class	Series	Par Value
1,000	Common	-	\$1.00 par value

8. The aggregate number of issued shares. (Itemize by classes.)

Number of Shares	Class	Series	Par Value
1,000	Common	-	\$1.00 par value

9. Stated Capital: \$1,000 (see section 16-10-2 [j] for definition)

10. Estimate of value of all assets corporation will own during next year. \$ -0-

11. Estimate of value of all assets in Utah next year. \$ -0-

12. Estimate of gross business corporation will transact next year everywhere. \$ -0-

13. Estimate of gross business corporation will transact next year in Utah. \$ -0-

14. A copy of Certificate of Good Standing of the state of incorporation is attached.

15. The corporation shall use as its name in Utah THE ANACONDA COMPANY

(The corporation shall use its name as set forth under application title unless this name is not available for use.)

(over)

Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

By W. C. Bradford, Jr.
W. C. BRADFORD, JR. ~~President~~ Vice President
By J. Caskey
J. CASKEY ~~President~~ Assistant-Secretary

SUGGESTIONS

16. The law requires payment of a corporation license fee at the rate of 1/20th of 1% of the dollar value of the total authorized shares of the corporation. There is a minimum fee of \$25.00 and a maximum of \$500.00. Domestic corporations can compute the license fee by multiplying the dollar value of the authorized shares by .0005, the decimal equivalent of 1/20th of 1%. For purposes of fee computation, no par stock is valued at \$1.00 per share.

Foreign Corporations are assessed license fees only on the portion of the shares represented in the state of Utah. The shares represented in Utah are computed as follows:

- A. $\frac{\text{Item 11} + \text{Item 13}}{\text{Item 10} + \text{Item 12}} = \underline{\hspace{2cm}}\%$
- B. $\frac{\text{Authorized Shares Item 7}}{\text{Par Value Item 7}} \times \frac{\text{Value of Authorized Shares}}{\text{Value of Authorized Shares}} = \underline{\hspace{2cm}}$
- C. Multiply the share value obtained in B by the percentage obtained in A.
 $\frac{\text{Value of Authorized Shares}}{\text{Value of Authorized Shares}} \times \frac{\text{Percentage from A above}}{\text{Percentage from A above}} = \underline{\hspace{2cm}}$
- D. Multiply the result obtained in C by .0005. This is the decimal equivalent of 1/20th of 1% which is the license rate of the statute.
 $\frac{\text{Result from C above}}{\text{Result from C above}} \times .0005 = \underline{\hspace{2cm}} \text{Amount of Tax Due (Minimum \$25.00)}$

Amendment If authorized shares are increased by amendment, additional fees may be due. Compute the fee according to the preceeding instructions. Subtract the amount of fee previously paid by the corporation. The difference is the license fee due at the time of filing the amendment.

General Instructions: A filing fee of \$25.00 is required for each filing. This is in addition to any license fee as computed above.

If these forms do not provide sufficient space for information pertinent to your company, please attach additional sheets of paper containing the information. Please feel free to contact the Secretary of State's office for any assistance which you or your lawyer may need in these matters.

DAVID S. MONSON
Lt. Governor/Secretary of State

CURRENT LIST OF OFFICERS AND DIRECTORS

OFFICERS & DIRECTORS

BUSINESS ADDRESS

RESIDENCE

J. A. BARBERA
President & Director

100 West Tenth Street
Wilmington, Delaware 19801

34 Ramblewood Drive
Dartmouth Woods
Wilmington, Delaware 19810

A. M. HORNE
Vice President, Treasurer
Assistant Secretary & Director

"

904 Newport Pike
Silview
Wilmington, Delaware 19804

A. D. ATWELL
Vice President, Secretary,
Assistant Treasurer and
Director

"

Box 247
Odessa, Delaware 19730

G. J. COYLE
Assistant Secretary and
Assistant Treasurer

"

2233 East Huntington Drive
Pinecrest
Wilmington, Delaware 19808

W. C. BRADFORD, JR.
Vice President

700 South Flower Street
Los Angeles, California 90017

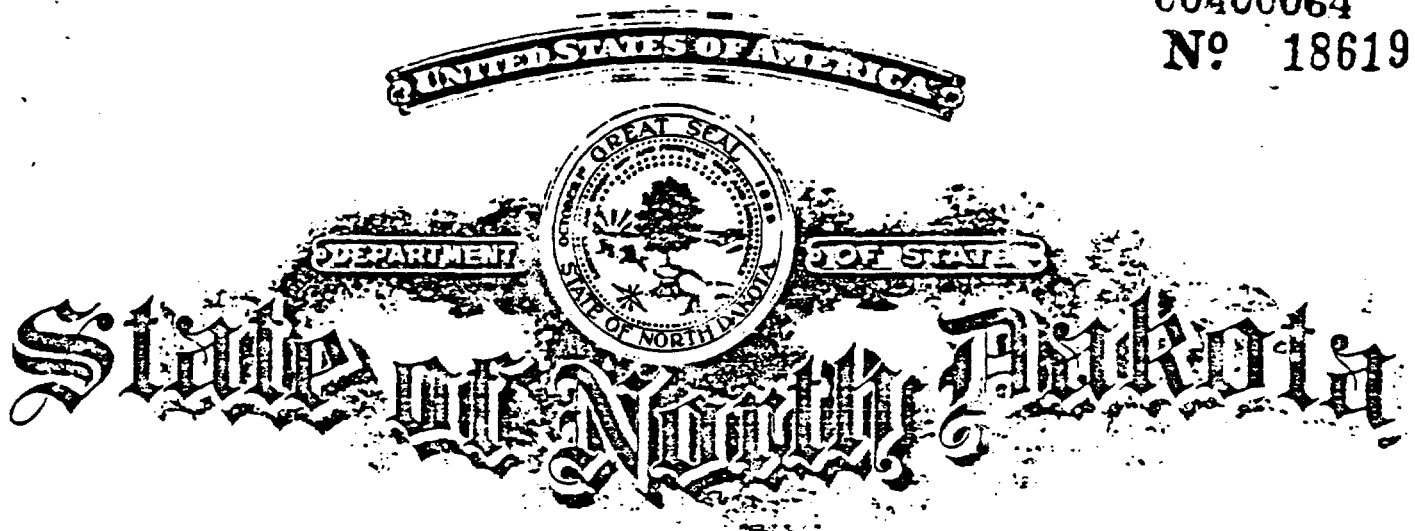
18732 Vikings Way
Cerritos, California 90701

J. CASKEY
Assistant Secretary

"

16852 Blanton
Huntington Beach, California 92649

00400063



To all to whom these presents shall come,

I, BEN MEIER, Secretary of State
of the State of North Dakota, do hereby certify that

THE ANACONDA COMPANY, a North Dakota Corporation, was
incorporated in this office on February 23, 1977, has paid
all fees due this office as required by North Dakota Statutes
governing North Dakota Corporations, and

Therefore, THE ANACONDA COMPANY of Bismarck, North Dakota
is in GOOD STANDING according to the records of this office as
of this date.

In Testimony Whereof, I have hereunto set my hand and
affixed the Great Seal of the State at the Capitol in the City of
Bismarck, this 18th day of February A.D., 1982

BEN MEIER

SECRETARY OF STATE

By

DEPUTY



DEPARTMENT OF BUSINESS REGULATION
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

CORPORATION ANNUAL REPORT

00400065

6705-26

Rev. 1/86

STATE OF UTAH

MAR 11 1987

In compliance with Section 16-10-121 & 122, and Section 16-10-12 or 16-10-110, U.C.A., 1953, the following report and if applicable the statement of change of registered office and/or agent is submitted: (PLEASE TYPE OR PRINT CLEARLY!)

1. ITEM #1 MUST BE COMPLETED 064999 Inc: 02/27/1975 F

EXACT CORPORATE NAME AMERICAN SMELTING AND REFINING COMPANY
REGISTERED AGENT C T CORPORATION SYSTEM
REGISTERED OFFICE 136 South Main Street
Salt Lake City, UT 84101

2. IF NEW REGISTERED AGENT AND/OR OFFICE, PLEASE COMPLETE

New Registered Agent: _____ (Registered agent's signature)

New Registered Office _____ City _____ State UTAH Zip _____
(Street Address)

(With the above change, the address of the registered office and the address of the business office of the registered agent are identical.)

3. INCORPORATED UNDER THE LAWS OF NEW JERSEY (STATE OR COUNTRY).

4. IF INCORPORATED OUTSIDE THE STATE OF UTAH, GIVE THE ADDRESS OF THE PRINCIPAL OFFICE IN THE STATE OR COUNTRY OF INCORPORATION.

28 West State St. City Trenton State or Country NEW JERSEY Zip 08608
(Street Address)

5. TYPE OF BUSINESS CONDUCTED IN UTAH INACTIVE

6. NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS.

	NAME	STREET ADDRESS	CITY, STATE, ZIP
President			
Vice-President			
Secretary	SEE ATTACHED RIDER		
Treasurer			

7. DIRECTORS: (UTAH LAW REQUIRES AT LEAST 3 DIRECTORS.)

	NAME	STREET ADDRESS	CITY, STATE, ZIP
1.			
2.	SEE ATTACHED RIDER		
3.			

8. AUTHORIZED SHARES (DO NOT CHANGE THE INFORMATION LISTED.)

Number of Shares Authorized	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
--------------------------------	----------------------	----------------------------------	------------------------	---------------------------------------

C

1.0000

9. NUMBER OF SHARES ISSUED (MUST BE COMPLETED)

Number of Shares Issued	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
----------------------------	----------------------	----------------------------------	------------------------	---------------------------------------

COMMON

1.00

1,000.00

10. STATED CAPITAL AS OF DATE OF THIS REPORT (Number of Shares Issued X Par Value.) \$ 1,000.00

Under the penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered office and/or agent has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

11. BY _____
Authorized Officer

12. PRESIDENT
Title or Position

(*If Registered Agent and/or Registered Office has been changed on this form, said change must be authorized by a resolution adopted by the Board of Directors, and The President or Vice President must sign the report.)

13. DATE 2/13/87 19 87

FEE \$5.00

Make Check payable to Annual Report Section

*PURSUANT TO SECTIONS 16-10-121 and 122, U.C.A., ALL CORPORATIONS MUST FILE THEIR ANNUAL REPORTS WITHIN THE MONTH OF THEIR ANNIVERSARY DATE. FAILURE TO DO SO WILL RESULT IN SUSPENSION OF THE CORPORATIONS CHARTER.

Send Report &

Remittance to: Annual Report Section
160 EAST 300 SOUTH 2ND FLOOR
P.O. Box 45801
Salt Lake City, Utah 84145-0801
(801) 530-6012

DO NOT CHANGE OR ALTER THIS FORM

AMERICAN SMELTING AND REFINING COMPANY
CURRENT LIST OF OFFICERS AND DIRECTORS

<u>OFFICERS AND DIRECTORS</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE</u>
J. A. BARBERA - President & Director	CORPORATION TRUST CENTER 1209 Orange Street Wilmington, DE 19801	34 Ramblewood Drive Wilmington, DE 19810
A. M. HORNE - Vice President, Treasurer Assistant Secretary & Director	"	904 Newport Pike Wilmington, DE 19804
A. D. ATWELL - Vice President, Secretary, Assistant Treasurer & Director	"	Box 247, Rt. 9 Odessa, De 19730
C. M. DENNY - Vice President and Assistant Secretary	"	137 Deer Run Road Townsend, DE 19734
KIM E. LUTTHANS - Vice President and Assistant Secretary	"	312 Woodside Avenue Wilmington, DE 19809

CORPORATION INFORMATION

002554 ASARCO INCORPORATED.

N.J.

STATUS: GOOD STANDING

DATE: 00/00/00 CODE: 0 TYPE: 54 PROFIT: P

FOREIGN CORP. NAME:

REG. AGENT: C T CORPORATION SYSTEM

INCORP-ACT-DATE: 05/01/1999

136 SO MAIN STREET # 608

AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00

SALT LAKE CITY, UT

PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00

84101

AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 05/15/87

INTENT TO:

RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00

CHAIRMAN/PRES/DIRECTOR

VICE PRESIDENT/TREASURER

VICE PRESIDENT/SECRETARY

RICHARD DEJ OSBORNE

STEPHEN P. MCCANDLESS

AUGUSTUS B. KINSOLVING

180 MAIDEN LANE

180 MAIDEN LANE

180 MAIDEN LANE

NEW YORK, NY

NEW YORK, NY

NEW YORK, NY

10038 OFFR-RES: 00/00/00

10038 OFFR-RES: 00/00/00

10038 OFFR-RES: 00/00/00

CORPORATION TYPE: F

CORPORATION KIND: 04

REMARKS: N

STATED CAPITAL:

0

ADDITIONAL SHARES: N

AUTHORIZED

ISSUED

CLASS PAR VALUE

DATE

NUMBER

DATE

NUMBER

COMMON .0000

05/15/70

40,000,000

05/15/87

35,611,062

.0000

00/00/00

0

05/15/87

2,800

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK

00400068

Filing Fee: \$25.00

File in Duplicate

APPLICATION FOR CERTIFICATE OF AUTHORITY

ASARCO INCORPORATED

(exact corporate name)

64900

A corporation of the state of New Jersey incorporated January 29, 1975
 hereby applies for: Certificate of Authority (date)

The period of duration is perpetual

The address of the corporation in the state of incorporation is 15 Exchange Place,
Jersey City, N.J. 07302

4. The registered agent in Utah and the street address of the registered office in Utah is C T CORPORATION SYSTEM
175 South Main Street, c/o C T Corporation System, Salt Lake City, Utah 84111.

5. List the business purposes which you intend to pursue in Utah: general mining and refining

6. List the names and address of your directors and officers:

Director

Director

"SEE ATTACHED RIDER"

Director

President

Vice President

Secretary

Treasurer

7. List the aggregate number of shares which you have authority to issue. Itemize by class or series if applicable.

Number of Shares	Class	Series	Par Value
1,000	Common	-	\$1.00

8. List the aggregate number of issued shares. Itemize by classes.

Number of Shares	Class	Series	Par Value
1000	Common	-	\$1.00

9. Stated Capital: \$ 1,000.00 (see section 16-10-1 (j) for definition)

10. Give estimate of value of all assets corporation will own during next year. \$ 200.00

11. Give estimate of value of all assets in Utah next year. \$ None

12. Give estimate of gross business you will transact next year everywhere. \$ None

13. Give estimate of gross business you will transact next year in Utah. \$ None

14. Attach a copy of Articles of Incorporation and all amendments certified by the custodian thereof of the state of incorporation.

15. The corporation will use N/A
 as its name in Utah.

(over)

00*05

87/82/296685/152

FILED in the office of the Secretary of
 State of the State of Utah, on the
27th day of July, A.D. 1975
CLYDE L. MILLER
 Secretary of State
 Filing Clerk

1975 JUL 29 5 33
 REVIEWED
 OFFICE OF STATE
 SECRETARY

By: [Signature]
President or Vice President
By: [Signature]
Secretary or Assistant Secretary

State of DELAWARE
County of NEW CASTLE ss

Subscribed and sworn to before me this 18th day of February, 19 75

My commission expires June 25, 1976

Linda L. Seetah
Notary Public

SUGGESTIONS

16. The law requires payment of a corporation license fee at the rate of 1/20th of 1% of the dollar value of the total authorized shares of the corporation. There is a minimum fee of \$25.00 and a maximum of \$500.00. Domestic corporations can compute the license fee by multiplying the dollar value of the authorized shares by .0005, the decimal equivalent of 1/20th of 1%. For purposes of fee computation, no par stock is valued at \$1.00 per share.

Foreign Corporations are assessed license fees only on the portion of the shares represented in the state of Utah. The shares represented in Utah are computed as follows:

A.
$$\frac{\text{Item 11} + \text{Item 13}}{\text{Item 10} + \text{Item 12}} = \underline{\hspace{2cm}} \%$$

B.
$$\begin{array}{ccc} \text{Authorized Shares} & \times & \text{Par Value} \\ \text{Item 7} & & \text{Item 7} \end{array} = \frac{\text{Value of Authorized Shares}}{\hspace{2cm}}$$

- C. Multiply the share value obtained in B by the percentage obtained in A.

$$\frac{\text{Value of Authorized Shares}}{\hspace{2cm}} \times \frac{\text{Percentage from A above}}{\hspace{2cm}} = \underline{\hspace{2cm}}$$

- D. Multiply the result obtained in C by .0005. This is the decimal equivalent of 1/20th of 1% which is the license rate of the statute.

$$\frac{\text{Result from C above}}{\hspace{2cm}} \times .0005 = \underline{\hspace{2cm}} \text{ Amount of Tax Due (Minimum \$25.00)}$$

Amendment If authorized shares are increased by amendment, additional fees may be due. Compute the fee according to the preceding instructions. Subtract the amount of fee previously paid by the corporation. The difference is the license fee due at the time of filing the amendment.

General Instructions: A filing fee of \$25.00 is required for each filing. This is in addition to any license fee as computed above.

If these forms do not provide sufficient space for information pertinent to your company, please attach additional sheets of paper containing the information. Please feel free to contact the Secretary of State's office for any assistance which you or your lawyer may need in these matters.

CLYDE L. MILLER
Secretary of State

RIDEROFFICERS AND DIRECTORS

<u>NAMES</u>	<u>TITLES</u>	<u>ADDRESSES</u>
JOSEPH A. BARBERA	President & Director	100 West Tenth Street, Wilmington, Delaware 19801
FRANK J. OSARA, Jr.	Secretary & Director	100 West Tenth Street, Wilmington, Delaware 19801
HOWARD K. WEBB	Vice Pres., Treasurer & Director	100 West Tenth Street, Wilmington, Delaware 19801
GEORGE J. COYLE	Vice Pres. & Ass't. Treas.	100 West Tenth Street, Wilmington, Delaware 19801
J. ROBERT BROADWAY	Ass't. Secy.	100 West Tenth Street, Wilmington, Delaware 19801
A. DANA ATWELL	Ass't. Secy. & Ass't. Treas.	100 West Tenth Street, Wilmington, Delaware 19801

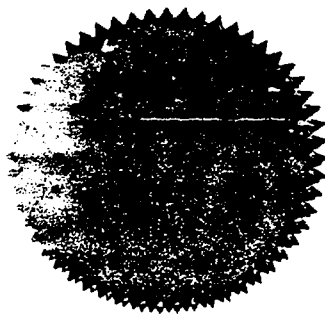
hs



I, the Secretary of State of the State
of New Jersey, do hereby Certify that the foregoing is a true
copy of the Certificate of _____ Incorporation
of _____ ASARCO INCORPORATED

_____ and the endorsements thereon,
as the same is taken from and compared with the original filed
in my office on the _____ 29th _____ day of _____ January _____ A. D.
_____ 1975 _____, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this _____ 19th _____
day of _____ February _____ A. D. 19 75.



F. Joseph Curran
ASSISTANT Secretary of State.

CERTIFICATE OF INCORPORATION

OF

ASARCO INCORPORATED

* * * * *

To: The Secretary of State
State of New Jersey

THE UNDERSIGNED, of the age of eighteen years or over, for the purpose of forming a corporation pursuant to the provisions of Title 14A, Corporations, General, of the New Jersey Statutes, do hereby execute the following Certificate of Incorporation:

FIRST: The name of the corporation is
ASARCO INCORPORATED

SECOND: The purpose or purposes for which the corporation is organized are:

To engage in any activity within the lawful business purposes for which corporations may be organized under the New Jersey Business Corporation Act.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges

of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by Title 14A, Corporations, General, Revised Statutes of New Jersey, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do, and in any part of the world.

The foregoing clauses shall be construed both as objects and powers and, except where otherwise expressed, such objects and powers shall be in nowise limited or restricted by reference to or inference from the terms of any other clause in this certificate of incorporation, but the objects and powers so specified shall be regarded as independent objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares with a par value of One Dollar (\$1.00) each.

FOURTH: The address of the corporation's initial registered office is 15 Exchange Place, Jersey City, New Jersey 07302, and the name of the corporation's initial registered agent at such address is The Corporation Trust Company.

FIFTH: The number of directors constituting the initial board of directors shall be three (3); and the names and addresses of the directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
J. A. BARBERA	100 West Tenth Street Wilmington, Delaware 19801
F. J. OBARA, JR.	100 West Tenth Street Wilmington, Delaware 19801
H. K. WEBB	100 West Tenth Street Wilmington, Delaware 19801

SIXTH: The names and addresses of the incorporators are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
MARIS KRUIZE	277 Park Avenue New York, New York 10017
LUCY ESPOSITO	277 Park Avenue New York, New York 10017

IN WITNESS WHEREOF, we, the incorporators of the above named corporation, have hereunto signed this Certificate of Incorporation on the 14th day of January, 1975.

MARIS KRUIZE
Maris Kruize

LUCY ESPOSITO
Lucy Esposito

FILED & RECORDED
JAN 29 1975
F. Joseph Carpenter
Asst. Secretary of State

mb

State of New Jersey

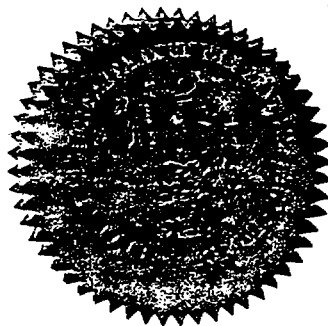


Department of State

I, the Secretary of State of the State
of New Jersey, do hereby Certify that the foregoing is a true
copy of Certificate of Change of Corporate Name of ASARCO INCORPORATED to AMERICAN
SMELTING AND REFINING COMPANY

_____ and the endorsements thereon,
as the same is taken from and compared with the original filed
in my office on the 22nd day of April A.D.
1975, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this 24th
day of April A.D. 1975



J. Edward Wainel
Secretary of State

Filing Fee: \$25.00

00400078
File in Duplicate Originals

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

ASARCO INCORPORATED
(corporate name)

To The Secretary of State
of the State of Utah:

Pursuant to the provisions of Section 16-10-114 of the Utah Business Corporation Act, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Utah, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on February 27 19 75, authorizing it to transact business in your State.

SECOND: The corporate name of the corporation has been changed to _____

AMERICAN SMELTING AND REFINING COMPANY

THIRD: The corporation will use the changed name hereafter in Utah.

FOURTH: It desires to pursue in the transaction of business in Utah other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

Dated May 1, 1975.

AMERICAN SMELTING AND REFINING COMPANY
(exact corporate name)

By Joseph A. Barbera
President ~~JOSEPH A. BARBERA~~
Joseph A. Barbera

By A.D. Atwell
Secretary ~~JOSEPH A. BARBERA~~
A.D. Atwell

- Notes: 1. If the corporate name has not been changed, insert "No Change".
2. If no other or additional purposes are proposed, insert "No Change".

STATE OF DELAWARE
COUNTY OF NEW CASTLE

I, LINDA L. SESTAK, a notary public, do hereby certify that on this 1st day of May, 19 75, personally appeared before me JOSEPH A. BARBERA who, being by me first duly sworn, declared that he is the President of AMERICAN SMELTING AND REFINING COMPANY

That he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

20*52 whereof I have hereunto set my hand and seal this 1st day of May, A.D. 19 75

My Commission expires June 25, 1976

Linda L. Sestak
Notary Public

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
ASARCO INCORPORATED

FILED & RECORDED

APR 22 1975

F. Joseph Carragher
Asst. Secretary of State

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is

ASARCO INCORPORATED.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 2nd day of April, 1975:

RESOLVED, that Article "FIRST" of the Certificate of Incorporation be amended to read as follows:

"FIRST: The name of the corporation is
AMERICAN SMELTING AND REFINING COMPANY."

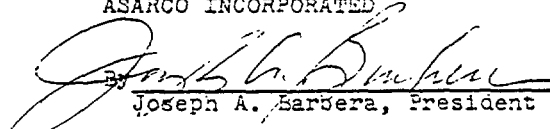
3. The number of shares entitled to vote upon the amendment was one thousand (1,000).

4. That in lieu of a meeting and vote of the shareholders and in accordance with the provisions of Section 14A:5-6, the amendment was adopted by the shareholders without a meeting pursuant to the written consents of the shareholders and the number of shares represented by such consents is one thousand (1,000) shares.

5. The effective date of this Amendment shall be April 23, 1975.

Dated: April 22, 1975

ASARCO INCORPORATED


Joseph A. Barbera, President



DEPARTMENT OF BUSINESS REGULATION
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

FEB 18 1986
6705-26
REV. 8/85
STATE OF UTAH

CORPORATION ANNUAL REPORT

In compliance with Section 16-10-121 & 122, and Section 16-10-12 or 16-10-110, U.C.A., 1953, the following report, and if applicable the statement of change of registered office and/or agent, is submitted: (PLEASE TYPE OR PRINT CLEARLY!)

1 EXACT CORPORATE NAME 064726 INC: 02/03/1975 F
REGISTERED AGENT NORANDA EXPLORATION, INC.
REGISTERED OFFICE C T CORPORATION SYSTEM
170 SO MAIN SUITE 1500
SALT LAKE CITY, UT 84101

00400080

2 IF NEW REGISTERED AGENT AND/OR OFFICE, PLEASE COMPLETE

New Registered Agent _____
(Registered agent's signature)
New Registered Office _____ City _____ State UTAH Zip _____
(Street Address)

(With the above change, the address of the registered office and the address of the business office of the registered agent are identical.)

3 INCORPORATED UNDER THE LAWS OF Delaware (STATE OR COUNTRY)

4 IF INCORPORATED OUTSIDE THE STATE OF UTAH, GIVE THE ADDRESS OF THE PRINCIPAL OFFICE IN THE STATE OR COUNTRY OF INCORPORATION.

1209 Orange Street City Wilmington State or Country Delaware Zip 19801
(Street Address)

5 TYPE OF BUSINESS CONDUCTED IN UTAH Mineral Exploration

6 NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS AND DIRECTORS OF THE CORPORATION.

	NAME	STREET	CITY, STATE, ZIP
President			
Vice-President			
Secretary			
Treasurer			

SEE SCHEDULE ATTACHED

7 DIRECTORS: (UTAH LAW REQUIRES AT LEAST 3 DIRECTORS.)

	NAME	STREET ADDRESS	CITY, STATE, ZIP
1			
2			
3			

SEE SCHEDULE ATTACHED

8 AUTHORIZED SHARES (DO NOT CHANGE THE INFORMATION LISTED.)

Number of Shares Authorized	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
1,000	COMMON		100.0000 .0000	

9 NUMBER OF SHARES ISSUED (MUST BE COMPLETED)

Number of Shares Issued	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
1,000	Common		100.00	

10 STATED CAPITAL AS OF DATE OF THIS REPORT (Number of Shares Issued X Par Value)\$ 100,000

Under the penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete

11 BY R.A. Krizner
Authorized Officer

12 Assistant Secretary
Title or Position

13 DATE February 4, 19 86
Send Report &

Remittance to: Annual Report Division
160 EAST 300 SOUTH 2ND FLOOR
P.O.Box 45801
Salt Lake City, Utah 84145-0801
(801)530-6012

6045702042
FEE \$5.00 Make check payable to Annual Report Section
PURSUANT TO SECTION 16-10-121 AND 122, U.C.A., ALL
CORPORATIONS MUST FILE THEIR ANNUAL REPORTS WITHIN THE
MONTH OF THEIR ANNIVERSARY DATE. FAILURE TO DO SO WILL
RESULT IN SUSPENSION OF THE CORPORATIONS CHARTER.

DO NOT CHANGE OR ALTER THIS FORM

NORANDA EXPLORATION, INC.

064726
C0400081

OFFICERS

<u>OFFICERS</u>	<u>TITLE</u>	<u>Address</u>
G. G. Snow	President	1418 N. Pike Golden, CO 80401
J. O. Hinds	Chairman	P.O. Box 45 Commerce Court West Toronto, Ontario M5L 1B6
J. W. Ivany	Secretary	P.O. Box 45 Commerce Court West Toronto, Ontario M5L 1B6
J. P. Congdon	Vice-President/ Assistant Secretary	12640 West Cedar Drive P.O. Box 15638 Lakewood, CO 80215
D. F. Alberts	Vice-President/ Treasurer	12640 West Cedar Drive P.O. Box 15638 Lakewood, Co 80215
J. F. Minogue	Assistant Secretary	30100 Chagrin Boulevard Suite 100 Cleveland, Ohio 44124
R. A. Krizner	Assistant Secretary	30100 Chagrin Boulevard Suite 100 Cleveland, Ohio 44124

DIRECTORS

J. O. Hinds	Same as above
G. G. Snow	Same as above
J. W. Ivany	Same as above

CORPORATION INFORMATION

064726 NORANDA EXPLORATION, INC. DELA
 STATUS: GOOD STANDING DATE: 00/00/00 CODE: 0 TYPE: 73 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: C T CORPORATION SYSTEM INCORP-ACT-DATE: 02/03/1975
 136 SO MAIN STREET # 608 AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 03/04/87
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT/DIRECTOR CHAIRMAN/DIRECTOR SECRETARY
 J. HARVEY J. O. HINDS J. A. RAYLIS
 PO BX 45, COMMERCE CT WST PO BX 45, COMMERCE CT WST PO BX 45, COMMERCE CT WST
 TORONTO, ONTARIO M5L 1B6 TORONTO, ONTARIO M5L 1B6 TORONTO, ONTARIO M5L 1B6
 00000 CFFR-RES: 00/00/00 00000 CFFR-RES: 00/00/00 00000 CFFR-RES: 00/00/00
 CORPORATION TYPE: F CORPORATION KIND: 04

REMARKS: N	STATED CAPITAL:	100,000		
ADDITIONAL SHARES: N	AUTHORIZED		ISSUED	
CLASS	PAR VALUE	DATE	NUMBER	DATE
COMMON	100.0000	00/00/00	1,000	03/04/87
	.0000	00/00/00	0	00/00/00

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK

00400083



Filing Fee: \$25.00

File in Duplicate

APPLICATION FOR CERTIFICATE OF AUTHORITY
NORANDA EXPLORATION, INC.

64726

(exact corporate name)

A corporation of the state of Delaware incorporated August 20, 1973
hereby applies for: Certificate of Authority (date)

The period of duration is Perpetual

The address of the corporation in the state of incorporation is 100 West Tenth St.
Wilmington, Delaware 19801

The registered agent in Utah and the street address of the registered office in Utah is C T CORPORATION SYSTEM
175 South Main Street, c/o C T Corporation System, Salt Lake City, Utah 84111.

5. List the business purposes which you intend to pursue in Utah:

Mineral exploration and mining

6. List the names and address of your directors and officers:

Director	J. O. Hinds	57 Cluny Drive, Toronto, Ontario Canada
Director	R.J.M. Miller	1348 Wendigo Trail, Mississauga, Ont., Canada
Director	G. G. Snow	P.O. Box 15638, Denver, Colorado 80215
President	J. O. Hinds	57 Cluny Dr., Toronto, Ontario, Canada
Vice President	R.J.M. Miller	1348 Wendigo Trail, Mississauga, Ont.
	G. G. Snow	P.O. Box 15638, Denver, Colorado 80215
Secretary	John W. Ivany	2565 Chalkwell Cres., Mississauga, Ont.
Treasurer	D. A. Foster	46 Sutherland Drive, Toronto, Ontario

7. List the aggregate number of shares which you have authority to issue. Itemize by class or series if applicable.

Number of Shares	Class	Series	Par Value
1,000	Common	-	\$100.

8. List the aggregate number of issued shares. Itemize by classes.

Number of Shares	Class	Series	Par Value
1,000	Common	-	\$100.

9. Stated Capital: \$ 100,000. (see section 16-10-1 (j) for definition)

10. Give estimate of value of all assets corporation will own during next year. \$ 5,700,000.

11. Give estimate of value of all assets in Utah next year. \$ 100,000.

12. Give estimate of gross business you will transact next year everywhere. \$ 100,000.

13. Give estimate of gross business you will transact next year in Utah. \$ -0-

14. Attach a copy of Articles of Incorporation and all amendments certified by the custodian thereof of the state of incorporation.

15. The corporation will use NORANDA EXPLORATION, INC.
as its name in Utah.

(over)

00*05 52/70/256261/152

Province Ontario
City Toronto

By J. O. Hinds President
By John W. Ivany Secretary

Subscribed and sworn to before me this 14th day of January, 19 75

My commission is for life

Notary Public

SUGGESTIONS

16. The law requires payment of a corporation license fee at the rate of 1/20th of 1% of the dollar value of the total authorized shares of the corporation. There is a minimum fee of \$25.00 and a maximum of \$500.00. Domestic corporations can compute the license fee by multiplying the dollar value of the authorized shares by .0005, the decimal equivalent of 1/20th of 1%. For purposes of fee computation, no par stock is valued at \$1.00 per share.

Foreign Corporations are assessed license fees only on the portion of the shares represented in the state of Utah. The shares represented in Utah are computed as follows:

A.
$$\frac{\text{Item 11 + Item 13}}{\text{Item 10 + Item 12}} = \text{ } \%$$

B.
$$\frac{\text{Authorized Shares}}{\text{Item 7}} \times \frac{\text{Par Value}}{\text{Item 7}} = \frac{\text{Value of Authorized Shares}}{\text{ }} \%$$

- C. Multiply the share value obtained in B by the percentage obtained in A.

$$\frac{\text{Value of Authorized Shares}}{\text{ }} \times \frac{\text{Percentage from A above}}{\text{ }} = \text{ } \%$$

- D. Multiply the result obtained in C by .0005. This is the decimal equivalent of 1/20th of 1% which is the license rate of the statute.

$$\frac{\text{Result from C above}}{\text{ }} \times .0005 = \text{Amount of Tax Due (Minimum \$25.00)}$$

Amendment If authorized shares are increased by amendment, additional fees may be due. Compute the fee according to the preceding instructions. Subtract the amount of fee previously paid by the corporation. The difference is the license fee due at the time of filing the amendment.

General Instructions: A filing fee of \$25.00 is required for each filing. This is in addition to any license fee as computed above.

If these forms do not provide sufficient space for information pertinent to your company, please attach additional sheets of paper containing the information. Please feel free to contact the Secretary of State's office for any assistance which you or your lawyer may need in these matters.

CLYDE L. MILLER
Secretary of State

CERTIFICATE OF CORRECTION FILED TO CORRECT
A CERTAIN ERROR IN THE CERTIFICATE OF
INCORPORATION OF NORANDA EXPLORATION, INC.
FILED IN THE OFFICE OF THE SECRETARY OF STATE
OF DELAWARE ON AUGUST 24, 1973, AND
RECORDED IN THE OFFICE OF THE RECORDER OF DEEDS
FOR NEW CASTLE COUNTY, DELAWARE, ON AUGUST 24, 1973

Noranda Exploration, Inc., a corporation organized and existing
under and by virtue of the General Corporation Law of the State
of Delaware,

DOES HEREBY CERTIFY:

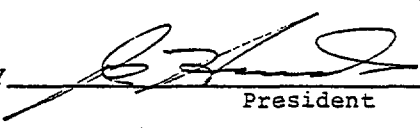
1. The name of the corporation is Noranda Exploration, Inc.
2. That a certificate of incorporation was filed by the
Secretary of State of Delaware on August 24, 1973 and recorded
in the office of the Recorder of Deeds of New Castle County on
August 24, 1973 and that said certificate requires correction as
permitted by subsection (F) of section 103 of The General Corporation
Law of the State of Delaware.
3. The innaccuracy or defect of said certificate to be
corrected is as follows: Section 4 of the certificate provides
that the total number of shares of Common stock which the corporation
shall have authority to issue is one hundred thousand (100,000) and
the par value of each such share is One Dollar (\$1.00) amounting in
an aggregate to One Hundred Thousand Dollars (\$100,000) whereas
the number of authorized shares of Common stock should be 1,000
and the par value of each such share should be \$100.00.

4. Section 4 of the certificate of incorporation is corrected to read as follows: The total number of shares of Common stock which the corporation shall have authority to issue is one thousand (1,000) and the par value of each such share is One Hundred Dollars (\$100.00) amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

IN WITNESS WHEREOF, said Noranda Exploration, Inc. has caused this certificate to be signed by its _____ President, and attested by its _____ Secretary, as of the 31st day of August, 1973.

NORANDA EXPLORATION, INC.

By


President

ATTEST:


Secretary



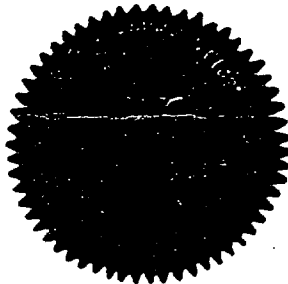
State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from 1 to 9, both
numbers inclusive, is a true and correct copy of Certificate of Incorporation of
the "NORANDA EXPLORATION, INC.", as received and filed in this office the twenty-
fourth day of August, A.D. 1973, at 3 o'clock P.M.

And I do hereby further certify that the above and foregoing pages numbers
inclusive, is a true and correct copy of Certificate of Correction filed to correct
a certain error in the Certificate of Incorporation of the "NORANDA EXPLORATION,
INC.", filed in this office on August 24, 1973, as received and filed in this office
the ninth day of November, A.D. 1973, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-seventh *day*
of January *in the year of our Lord*
one thousand nine hundred and seventy-five.



Robert H. Reed

Secretary of State

Grover A. Biddle Assistant Secretary of State

CERTIFICATE OF INCORPORATION

OF

NORANDA EXPLORATION, INC.

* * * * *

1. The name of the corporation is

NORANDA EXPLORATION, INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To mine, produce, purchase, acquire, own, prepare for market, sell and otherwise dispose of minerals, metals, ores and any other useful or valuable substances, deposits or products.

To search, prospect and explore for minerals, metals, ores, coal, stone, petroleum, gas, timber and any other useful or valuable elements, substances or products; to acquire, own, develop and exploit rights, claims and interests in lands and the products thereof; to acquire, own, maintain, develop, improve, manage, work and operate mines, pits, quarries, collieries, timberlands and properties of all kinds, and any articles, materials, machinery, equipment and property used therefor or in connection therewith.

To manufacture, separate, reduce, smelt, refine, concentrate, treat, convert, work and produce metals of all kinds; to manufacture, produce, acquire, own, prepare for market, sell, dispose of and deal in metals, alloys, metal products, ores, minerals, stone, coal, wood, petroleum, gases and the products or by-products thereof; and to establish, build, acquire, own, equip, maintain, improve, repair and operate mills, factories, furnaces, converters, smelters, shops, laboratories, offices, buildings, structures and works of all kinds suitable, necessary or convenient to any of the purposes of the corporation.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of Common stock which the corporation shall have authority to issue is one hundred thousand (100,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
S. E. Widdoes	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
R. F. Andrews	100 West Tenth Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may

provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such

consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. (a) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against

expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or

matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors

so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his

status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

(h) For the purposes of this section, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 24th day of August, 1973.

S. E. Widdoes

W. J. Reif

R. F. Andrews



DEPARTMENT OF BUSINESS REGULATION
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

DEC 03 1986

6705-26
REV. 8 85
STATE OF UTAH

CORPORATION ANNUAL REPORT

00406096

In compliance with Section 15-10-121 & 122, and Section 16-10-12 or 16-10-110, U.C.A. 1953, the following report and if applicable the statement of change of registered office and/or agent, is submitted: (PLEASE TYPE OR PRINT CLEARLY!)

084267 INC: 11/07/1979 F

1 EXACT CORPORATE NAME

NORANDA MINING INC.

REGISTERED AGENT

C T CORPORATION SYSTEM

REGISTERED OFFICE

136 SO MAIN STREET # 608

SALT LAKE CITY, UT 84101

2 IF NEW REGISTERED AGENT AND/OR OFFICE, PLEASE COMPLETE

New Registered Agent

(Registered agent's signature)

New Registered Office

City

State

UTAH

Zip

(Street Address)

(With the above change, the address of the registered office and the address of the business office of the registered agent are identical.)

3 INCORPORATED UNDER THE LAWS OF Delaware

(STATE OR COUNTRY)

4 IF INCORPORATED OUTSIDE THE STATE OF UTAH, GIVE THE ADDRESS OF THE PRINCIPAL OFFICE IN THE STATE OR COUNTRY OF INCORPORATION.

1209 Orange Street

City Wilmington

State or

Country Delaware

Zip 19801

(Street Address)

5 TYPE OF BUSINESS CONDUCTED IN UTAH Mining

6 NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS AND DIRECTORS OF THE CORPORATION.

NAME

STREET

CITY, STATE, ZIP

President

Vice-President

Secretary

Treasurer

SEE SCHEDULE ATTACHED

7 DIRECTORS: (UTAH LAW REQUIRES AT LEAST 3 DIRECTORS.)

NAME

STREET ADDRESS

CITY, STATE, ZIP

1

2

3

SEE SCHEDULE ATTACHED

8 AUTHORIZED SHARES (DO NOT CHANGE THE INFORMATION LISTED.)

Number of Shares
Authorized

10

Itemized
By Class

COMMON

Series, If Any
Within A Class

Par Value
Of Shares

100.0000
.0000

Number of Shares
Without Par Value

9 NUMBER OF SHARES ISSUED (MUST BE COMPLETED)

Number of Shares
Issued

10

Itemized
By Class

Common

Series, If Any
Within A Class

Par Value
Of Shares

\$100.00

Number of Shares
Without Par Value

-0-

STATED CAPITAL AS OF DATE OF THIS REPORT (Number of Shares Issued X Par Value)\$ 1,000

Under the penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered office and/or agent has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete

BY R.A. Krizner

Authorized Officer

12 Assistant Secretary

Title or Position

(If Registered Agent and/or Registered Office has been changed on this form, said change must be authorized by a resolution adopted by the Board of Directors, and The President or Vice President must sign the report.)

13 DATE November 7, 19 86

Send Report &

Remittance to: Annual Report Division
160 EAST 300 SOUTH 2ND FLOOR
P.O.Box 45801
Salt Lake City, Utah 84145-0801
(801)530-6012

FEE \$5.00 Make check payable to Annual Report Section

*PURSUANT TO SECTION 16-10-121 AND 122, U.C.A., ALL CORPORATIONS MUST FILE THEIR ANNUAL REPORTS WITHIN THE MONTH OF THEIR ANNIVERSARY DATE. FAILURE TO DO SO WILL RESULT IN SUSPENSION OF THE CORPORATIONS CHARTER.

AR 8426

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
W. Allan	President & Chairman	1500 - 1066 West Hastings Street Vancouver, British Columbia V6E 3X1
B. H. Grose	Secretary	P. O. Box 45 Suite 4500, Commerce Court West Toronto, Ontario M5L 1B6
E. K. Cork	Treasurer	P. O. Box 45 Suite 4500, Commerce Court West Toronto, Ontario M5L 1B6
J. F. Minogue	Assistant Secretary	30100 Chagrin Boulevard Suite 100 Cleveland, OH 44124
R. A. Krizner	Assistant Secretary	30100 Chagrin Boulevard Suite 100 Cleveland, OH 44124
J. G. Onder	Assistant Secretary	30100 Chagrin Boulevard Suite 100 Cleveland, OH 44124

DIRECTORS

W. Allan	1500-1066 West Hastings Street Vancouver, British Columbia V6E 3X1
J. A. Hall	P.O. Box 45 Commerce Court West Toronto, Ontario M5L 1B6
J. O. Hinds	P.O. Box 45 Commerce Court West Toronto, Ontario M5L 1B6

CORPORATION INFORMATION

034267 MORANDA MINING INC. DELA
 STATUS: RENEWED DATE: 07/20/82 CODE: 0 TYPE: 73 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: C T CORPORATION SYSTEM INCORP-ACT-DATE: 11/07/1979
 136 SO MAIN STREET # 608 AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 11/10/87
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT SECRETARY TREASURER
 J.C. HINDS B. H. GROSE E. K. COOK
 P.O. BOX 45, COMMERCE CT. P.O. BOX 45, COMMERCE CT. P.O. BOX 45, COMMERCE CT.
 WEST, TORONTO, ONT. M5L 1B6 WEST, TORONTO, ONT. M5L 1B6 WEST, TORONTO, ONT. M5L 1B6
 00000 OFFR-RES: 00/00/00 00000 OFFR-RES: 00/00/00 00000 OFFR-RES: 00/00/00
 CORPORATION TYPE: F CORPORATION KIND: 04

REMARKS: N	STATED CAPITAL:	1,000	
ADDITIONAL SHARES: N	AUTHORIZED		ISSUED
CLASS	PAR VALUE	DATE	NUMBER
COMMON	100.0000	00/00/00	10
	.0000	00/00/00	0

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK _

Filing Fee: \$25.00

00400099

Received
Oct 15, 1977

November 7th 1979
BS

File in Duplicate

APPLICATION FOR CERTIFICATE OF AUTHORITY
NORANDA MINING INC.

84267

(exact corporate name)

1. A corporation of the state of Delaware, incorporated September 7, 19 79, hereby applies for a Certificate of Authority to transact business in the state of Utah.
2. The Corporation period of duration is perpetual.
3. The address of the corporation in the state of incorporation is 100 West Tenth Street
Wilmington, Delaware
4. The registered agent in Utah and the street address of the registered office in Utah is: CT CORPORATION SYSTEM
175 South Main Street, c/o C T Corporation System,
Salt Lake City, Utah 84111.
5. The business purposes to be pursued in Utah are: Mining and Mineral Exploration
6. The names and address of corporation directors and officers are: CONSENT TO
USE OF NAME
Director
Director
Director SEE ATTACHED
President
Vice President
Secretary
Treasurer
7. The aggregate number of shares corporation has authority to issue. (Itemize by class or series if applicable.)

Number of Shares	Class	Series	Par Value
1,000	Common	--	\$100.00
8. The aggregate number of issued shares. (Itemize by classes.)

Number of Shares	Class	Series	Par Value
10	Common	--	\$100.
9. Stated Capital: \$ 1,000. (see section 16-10-2 [j] for definition)
10. Estimate of value of all assets corporation will own during next year. \$ 10,000,000.
11. Estimate of value of all assets in Utah next year. \$ 5,000,000.
12. Estimate of gross business corporation will transact next year everywhere. \$ 3,000,000.
13. Estimate of gross business corporation will transact next year in Utah. \$ 3,000,000.
14. A copy of Articles of Incorporation and all amendments certified by the custodian thereof of the state of incorporation are attached.
15. The corporation shall use as its name in Utah NORANDA MINING INC.
(The corporation shall use its name as set forth under application title unless this name is not available for use.)

(over)

94*99 54/21/1169502/152

RECEIVED
5/9 NOV -7 PM 12 14
LT GOV/SEC OF STATE

Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

By J.O. HINDS
President or ~~Authorized Officer~~ J.O. HINDS
By J.W. IVANY
Secretary or ~~Authorized Officer~~ J.W. IVANY

SUGGESTIONS

16. The law requires payment of a corporation license fee at the rate of 1/20th of 1% of the dollar value of the total authorized shares of the corporation. There is a minimum fee of \$25.00 and a maximum of \$500.00. Domestic corporations can compute the license fee by multiplying the dollar value of the authorized shares by .0005, the decimal equivalent of 1/20th of 1%. For purposes of fee computation, no par stock is valued at \$1.00 per share.

Foreign Corporations are assessed license fees only on the portion of the shares represented in the state of Utah. The shares represented in Utah are computed as follows:

- A.
$$\frac{\text{Item 11} + \text{Item 13}}{\text{Item 10} + \text{Item 12}} = \text{ } \%$$
- B.
$$\frac{\text{Authorized Shares}}{\text{Item 7}} \times \frac{\text{Par Value}}{\text{Item 7}} = \frac{\text{Value of Authorized Shares}}{\text{ }} \%$$
- C. Multiply the share value obtained in B by the percentage obtained in A.
- $$\frac{\text{Value of Authorized Shares}}{\text{ }} \times \frac{\text{Percentage from A above}}{\text{ }} = \text{ } \%$$
- D. Multiply the result obtained in C by .0005. This is the decimal equivalent of 1/20th of 1% which is the license rate of the statute.
- $$\frac{\text{Result from C above}}{\text{ }} \times .0005 = \frac{\text{Amount of Tax Due (Minimum \$25.00)}}{\text{ }}$$

Amendment If authorized shares are increased by amendment, additional fees may be due. Compute the fee according to the preceding instructions. Subtract the amount of fee previously paid by the corporation. The difference is the license fee due at the time of filing the amendment.

General Instructions: A filing fee of \$25.00 is required for each filing. This is in addition to any license fee as computed above.

If these forms do not provide sufficient space for information pertinent to your company, please attach additional sheets of paper containing the information. Please feel free to contact the Secretary of State's office for any assistance which you or your lawyer may need in these matters.

DAVID S. MONSON
Lt. Governor/Secretary of State

1979 NOV -7 AM 9: 29

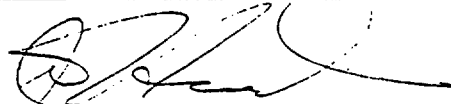
CONSENT TO USE OF NAME

NORANDA EXPLORATION INC.a corporation organized under the laws of the State of Delaware,hereby consents to the ~~qualification~~ in the State of Utah of NORANDA MINING INC.,which is an affiliate of NORANDA EXPLORATION INC., which is
~~organized~~ in Utah.
qualifiedIN WITNESS WHEREOF, the said NORANDA EXPLORATION INC.,has caused this consent to be executed by its CHAIRMAN president and

attested under its corporate seal by its _____ secretary, this

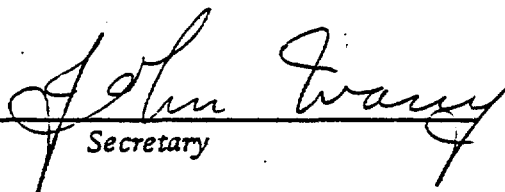
29th day of October, 1979.NORANDA EXPLORATION INC.

By

President CHAIRMAN

J. O. HINDS

Attest.



Secretary

JOHN IVANY

(SEAL)



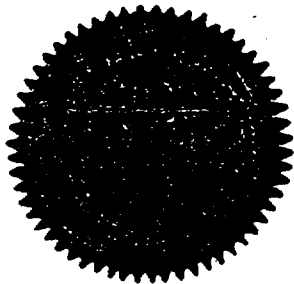
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Incorporation of the "NORANDA MINING INC.",
was received and filed in this office the seventh day of September, A.D. 1979, at 3
o'clock P.M.

And I do hereby further certify that the aforesaid Corporation is duly
incorporated under the laws of the State of Delaware and is in good standing and
has a legal corporate existence so far as the records of this office show and is
duly authorized to transact business.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this seventeenth *day*
of September *in the year of our Lord*
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State



CORPORATION ANNUAL REPORT

MUST BE FILED PRIOR TO MARCH 1ST

00400102

07 00 100
STATE OF UTAH

In compliance with Section 16-10-121 & 122, and Section 16-10-12 or 16-10-110, U.C.A., 1953, the following report, and if applicable the statement of change of registered office and/or agent, is submitted: (PLEASE TYPE OR PRINT CLEARLY!)

083946

DATE OF INC. 10/15/1979

F

1 EXACT CORPORATE NAME PAMOUR PORCUPINE MINES INC.
REGISTERED AGENT C T CORPORATION SYSTEM
REGISTERED OFFICE 175 SOUTH MAIN STREET
SALT LAKE CITY, UTAH 84111

IF NEW REGISTERED AGENT AND/OR OFFICE, PLEASE COMPLETE

251/690231/07/83 8.00
251 6902 3/07/83 8.00

New Registered Agent _____

New Registered Office _____ City _____ State UTAH Zip _____

(Street Address)

(With the above change, the address of the registered office and the address of the business office of the registered agent are identical.)

- 2 IF THE FOLLOWING INFORMATION IS THE SAME AS LAST YEAR, PLEASE CHECK (X), LIST TITLE, DA
AND SIGN. OTHERWISE FILL IN ALL OF THE INFORMATION REQUIRED BELOW.
- 3 INCORPORATED UNDER THE LAWS OF _____ (STATE OR COUNTRY)
- 4 IF INCORPORATED OUTSIDE THE STATE OF UTAH, GIVE THE ADDRESS OF THE PRINCIPAL OFFICE
IN THE STATE OR COUNTRY OF INCORPORATION.

State or
Country

City

Zip

(Street Address)

- 5 TYPE OF BUSINESS CONDUCTED IN UTAH _____
- 6 NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS AND DIRECTORS OF THE CORPORATION.

NAME

STREET ADDRESS

CITY, STATE, ZIP

President:
Vice-President
Secretary
Treasurer

DIRECTORS: IF DIRECTORS ARE SAME AS OFFICERS, PLEASE CHECK (), OTHERWISE THEY MUST BE LISTED
(UTAH LAW REQUIRES AT LEAST 3 DIRECTORS.)

NAME

STREET ADDRESS

CITY, STATE, ZIP

1.
2.
3.

- 7 AUTHORIZED SHARES (DO NOT CHANGE THE INFORMATION LISTED.)

Number of Shares
Authorized

Itemized
By Class

Series, If Any
Within A Class

Par Value
Of Shares

Number of Shares
Without Par Value

1,000

COMMON

100.0000

.0000

- 8 NUMBER OF SHARES ISSUED (MUST BE COMPLETED.)

Number of Shares
Issued

Itemized
By Class

Series, If Any
Within A Class

Par Value
Of Shares

Number of Shares
Without Par Value

- 9 STATED CAPITAL AS OF DATE OF THIS REPORT (Number of Shares Issued X Par Value)\$ _____

Under the penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

10 BY James F. Minogue J.F. Minogue
Authorized Officer

11 _____ Agent
Title or Position

12 DATE February 22, 19 83

(If Registered Agent and/or Registered Office has been changed on this form, said change must be authorized by a resolution adopted by the Board of Directors; and the President or Vice-President must sign the report.)

Send Report &

Remittance to: Annual Report Division
P.O. Box 5801
Salt Lake City, Utah 84110

EE \$5.00 (If filed after March 1st, \$10.00)
Make check payable to: Annual Report Division

DO NOT CHANGE OR ALTER THIS FORM

Filing Fee: \$25.00

FILED in the office of the Lt. Gov. Sec'y
 State, of the State of Utah, on the 15th
 day of October A.D. 1979

File in Duplicate

DAVID S. MONSON
 Lt. Gov. Sec'y of State

Filing Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

83946

PAMOUR PORCUPINE MINES INC.

(exact corporate name)

1. A corporation of the state of Delaware, incorporated September 7, 1979, hereby applies for a Certificate of Authority to transact business in the state of Utah.
2. The Corporation period of duration is perpetual.
3. The address of the corporation in the state of incorporation is 100 West Tenth Street
Wilmington, Delaware
4. The registered agent in Utah and the street address of the registered office in Utah is: C T CORPORATION SYSTEM
175 South Main Street, c/o C T Corporation System,
Salt Lake City, Utah 84111.
5. The business purposes to be pursued in Utah are: Mining and Mineral Exploration
6. The names and address of corporation directors and officers are:

Director	D.E.G. Schmitt - 270 Cortleigh Blvd., Toronto, Ont. M5N 1P7
Director	J.M. Slack - 190 St. George St. #704, Toronto, Ont. M5R 2N4
Director	B.H. Grose - 21 Kingsmill Rd., Toronto, Ont. M8X 2N7
President	D.E.G. Schmitt - as above
Vice President	J.M. Slack - as above
Secretary)	B.H. Grose - as above
Treasurer)	
7. The aggregate number of shares corporation has authority to issue. (Itemize by class or series if applicable.)

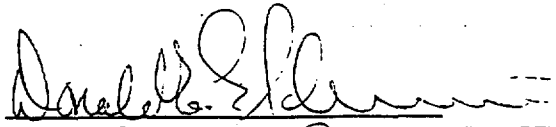
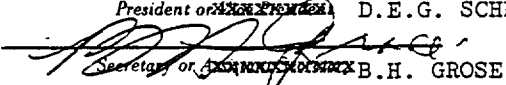
Number of Shares	Class	Series	Par Value
1,000	Common	--	\$100.00
8. The aggregate number of issued shares. (Itemize by classes.)

Number of Shares	Class	Series	Par Value
10	Common	--	\$100.
9. Stated Capital: \$ 1,000. (see section 16-10-2 [j] for definition)
10. Estimate of value of all assets corporation will own during next year. \$ 5,000,000.
11. Estimate of value of all assets in Utah next year. \$ 5,000,000.
12. Estimate of gross business corporation will transact next year everywhere. \$ 3,000,000.
13. Estimate of gross business corporation will transact next year in Utah. \$ 3,000,000.
14. A copy of Articles of Incorporation and all amendments certified by the custodian thereof of the state of incorporation are attached.
15. The corporation shall use as its name in Utah PAMOUR PORCUPINE MINES INC.
 (The corporation shall use its name as set forth under application title unless this name is not available for use.)

(over)

00*94 64/10/0108620/198

Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

By 
 President or ~~Authorized Officer~~ D.E.G. SCHMITT
 By 
 Secretary or ~~Authorized Officer~~ B.H. GROSE

SUGGESTIONS

16. The law requires payment of a corporation license fee at the rate of 1/20th of 1% of the dollar value of the total authorized shares of the corporation. There is a minimum fee of \$25.00 and a maximum of \$500.00. Domestic corporations can compute the license fee by multiplying the dollar value of the authorized shares by .0005, the decimal equivalent of 1/20th of 1%. For purposes of fee computation, no par stock is valued at \$1.00 per share.

Foreign Corporations are assessed license fees only on the portion of the shares represented in the state of Utah. The shares represented in Utah are computed as follows:

A.
$$\frac{\text{Item 11} + \text{Item 13}}{\text{Item 10} + \text{Item 12}} = \underline{\hspace{2cm}} \%$$

B.
$$\frac{\text{Authorized Shares}}{\text{Item 7}} \times \frac{\text{Par Value}}{\text{Item 7}} = \frac{\text{Value of Authorized Shares}}{\hspace{2cm}}$$

- C. Multiply the share value obtained in B by the percentage obtained in A.

$$\frac{\text{Value of Authorized Shares}}{\hspace{2cm}} \times \frac{\text{Percentage from A above}}{\hspace{2cm}} = \underline{\hspace{2cm}}$$

- D. Multiply the result obtained in C by .0005. This is the decimal equivalent of 1/20th of 1% which is the license rate of the statute.

$$\frac{\text{Result from C above}}{\hspace{2cm}} \times .0005 = \underline{\hspace{2cm}} \text{Amount of Tax Due (Minimum \$25.00)}$$

Amendment If authorized shares are increased by amendment, additional fees may be due. Compute the fee according to the preceding instructions. Subtract the amount of fee previously paid by the corporation. The difference is the license fee due at the time of filing the amendment.

General Instructions: A filing fee of \$25.00 is required for each filing. This is in addition to any license fee as computed above.

If these forms do not provide sufficient space for information pertinent to your company, please attach additional sheets of paper containing the information. Please feel free to contact the Secretary of State's office for any assistance which you or your lawyer may need in these matters.

DAVID S. MONSON
 Lt. Governor/Secretary of State

Filing Fee: \$5.00

83946

C T CORPORATION SYSTEM

925 EUCLID AVENUE, RM. 1578, CLEVELAND, OHIO 44115

FILED in the office of the Lieutenant Governor
of the State of Utah, on the 21
day of March A.D. 19 84

APPLICATION FOR CERTIFICATE OF

WITHDRAWAL OF

00400104

PAMOUR PORCUPINE MINES INC.

(EXACT CORPORATE NAME)

DAVID S. MONSON
Lieutenant Governor

Filing Clerk my Fees 5.00
To the Secretary of State
of the State of Utah:

Pursuant to the provisions of Section 16-10-115 of the Utah Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Withdrawal from Utah, and for that purpose submits the following statement:

FIRST: The name of the corporation is PAMOUR PORCUPINE MINES INC.

10-383

SECOND: It is incorporated under the laws of Delaware

THIRD: It is no longer transacting business in Utah.

FOURTH: It hereby surrenders its authority to transact business in Utah.

FIFTH: It revokes the authority of its registered agent in Utah to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Utah during the time the corporation was authorized to transact business in Utah may thereafter be made on the corporation by service thereof on the Secretary of State of Utah.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is P.O. Box 45, Commerce Court West,
Toronto, Ontario

SEVENTH: (Note 1)

DATED September 8, 19 83

PAMOUR PORCUPINE MINES INC.

EXACT NAME OF CORPORATION

By

William O. Henly
PRESIDENT ~~ORVICE PRESIDENT~~

By

Bill Oxy
SECRETARY ~~OR ASSISTANT SECRETARY~~

Note: 1. Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine and assess any unpaid fees payable by such foreign corporation as in the Utah Business Corporation Act prescribed. (If additional space is required, please use reverse side of sheet or attach additional sheet.)

PROVINCE

~~STATE~~ OF Ontario

COUNTY OF York

ss.

I, Bruce Harrison Grose, a notary public, do hereby
certify that on this 08th day of September, 19 83,
personally appeared before me William O. Henly, who,
being by me first duly sworn, declared that he is the Secretary
of Pamour Porcupine Mines Inc.
that he signed the foregoing document as Secretary of the corporation, and
that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal this 08th day of September,
A.D. 19 83.

My commission expires for life

William O. Henly
NOTARY PUBLIC

(UTAH - 1500 - 10/10/72)

00400105

In Re:

Petition for Dissolution ☐
 Withdrawal ☒ of

No. _____

Pamour Porcupine Mines Inc. #083946CERTIFICATE OF
TAX COMMISSION

A Utah ☐ Foreign ☒ Corporation

Incorporated or qualified in the State of Utah

This is to certify that all fees, taxes, penalties, interest and costs due the state and imposed upon:

Pamour Porcupine Mines, Inc. #083946
c/o Noranda Aluminum, Inc.
30100 Chagrin Boulevard #100
Cleveland, Ohio 44124

a corporation incorporated ☐ qualified ☒ under the laws of the State of Utah, have been satisfied and discharged.This tax clearance certificate expires on June 21, 19 84

in accordance with the provision checked below:

- ☒ If this certificate is not used in a legal proceeding for the dissolution or withdrawal of the above named corporation within ninety days of date issued, as shown below, it will become invalid.
- ☐ If the above named corporation is not dissolved or withdrawn on or before _____ 19____, the corporation will become liable for the filing of a Utah corporation franchise tax return for the period then ended, and for the payment of the tax due in connection therewith.

DATED this 21st day of March, 19 84

TAX COMMISSION OF THE STATE OF UTAH

By



Charles Arnold

Title:

00400108



C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
UNION COMMERCE BUILDING, CLEVELAND, OHIO 44115 • (216) 621-0270

DATE: September 22, 1983

Lieutenant Governor
Corporation Division
Attn: Margaret Cowan
P. O. Box 5801
Salt Lake City, Utah 84110

RE: PAMOUR PORCUPINE MINES INC. (Delaware Domestic)
(Utah Withdrawal)

COUNSEL: Thompson, Hine & Flory
Attn: Barry Fisher
National City Bank Building
Cleveland, Ohio 44115

Gentlemen:

Pursuant to the instructions of counsel we enclose for filing on behalf of the subject corporation the required documents to effect withdrawal from your state. Our check to cover the required fee is attached.

Upon filing, please forward your usual evidence to this office.

Yours very truly,

C T CORPORATION SYSTEM

Michael P. Nakon
Assistant Secretary

MPN/av
Encls.

ds

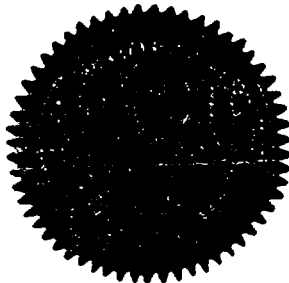


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "PAMOUR PORCUPINE MINES INC.", as received and filed
in this office the seventh day of September, A.D. 1979, at 3 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eighteenth *day*
of September *in the year of our Lord*
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF INCORPORATION

OF

PAMOUR PORCUPINE MINES INC.

* * * * *

1. The name of the corporation is

PAMOUR PORCUPINE MINES INC.

2. The address of its registered office in the

State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be

conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the

corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares is One Hundred Dollars (\$100.00), amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street, Wilmington, Delaware 19801
M. A. Ferrucci	100 West Tenth Street, Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street, Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 23rd day of August , 1979.

K. L. Husfelt

K. L. Husfelt

M. A. Ferrucci

M. A. Ferrucci

E. L. Kinsler

E. L. Kinsler



DEPARTMENT OF BUSINESS REGULATION
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

CORPORATION ANNUAL REPORT

LH

MAY 29 1986

6705-26
REV. 8-85
STATE OF UTAH

In compliance with Section 16-10-121 & 122, and Section 16-10-12 or 16-10-110, U.C.A., 1953, the following report, and if applicable the statement of change of registered office and/or agent, is submitted: (PLEASE TYPE OR PRINT CLEARLY!)

1 EXACT CORPORATE NAME 052040 INC: 05/04/1970 D
REGISTERED AGENT GREATER PARK CITY COMPANY
REGISTERED OFFICE CRAIG JOHNSON /TD
P O BOX 39
PARK CITY, UTAH 84060

00400111

2 IF NEW REGISTERED AGENT AND/OR OFFICE, PLEASE COMPLETE

New Registered Agent _____ (Registered agent's signature)
New Registered Office _____ City _____ State UTAH Zip _____
(Street Address)

(With the above change, the address of the registered office and the address of the business office of the registered agent are identical.)

3 INCORPORATED UNDER THE LAWS OF UTAH (STATE OR COUNTRY)

4 IF INCORPORATED OUTSIDE THE STATE OF UTAH, GIVE THE ADDRESS OF THE PRINCIPAL OFFICE IN THE STATE OR COUNTRY OF INCORPORATION.

(Street Address) City _____ State or Country _____ Zip _____

5 TYPE OF BUSINESS CONDUCTED IN UTAH SKIING

6 NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS AND DIRECTORS OF THE CORPORATION.

	NAME	STREET	CITY, STATE, ZIP
President	PHIL JONES	P.O. BOX 39	PARK CITY, UTAH 84060
Vice-President	CRAIG BADANNI	P.O. BOX 39	PARK CITY, UT 84060
Secretary	WILLIAM BENTLEY	332 PINE ST. 4th FL.	SAN FRANCISCO, CA 94104
Treasurer	CRAIG JOHNSON	P.O. BOX 39	PARK CITY, UT 84060

7 DIRECTORS: (UTAH LAW REQUIRES AT LEAST 3 DIRECTORS.)

	NAME	STREET ADDRESS	CITY, STATE, ZIP
1	NICK BADANNI	P.O. BOX 39	TAMPE CITY, CA 95730
2	WILLIAM BENTLEY	332 PINE ST 4th FL	SAN FRANCISCO, CA 94104
3	BARBARA BENTLEY	332 PINE ST. 4th FL	SAN FRANCISCO, CA 94104

8 AUTHORIZED SHARES (DO NOT CHANGE THE INFORMATION LISTED.)

Number of Shares Authorized	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
4,000,000			.0000	
			.0000	

9 NUMBER OF SHARES ISSUED (MUST BE COMPLETED)

Number of Shares Issued	Itemized By Class	Series, If Any Within A Class	Par Value Of Shares	Number of Shares Without Par Value
2,287,063			\$0.01	

10 STATED CAPITAL AS OF DATE OF THIS REPORT (Number of Shares Issued X Par Value) \$22,870.63

Under the penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete

11 BY Craig Johnson
Authorized Officer

12 Wear
Title or Position

13 DATE 4/11, 19 86
Send Report &

Remittance to: Annual Report Division
160 EAST 300 SOUTH 2ND FLOOR
P.O.Box 45801
Salt Lake City, Utah 84145-0801
(801)530-6012

FEE \$5.00 Make check payable to Annual Report Section

*PURSUANT TO SECTION 16-10-121 AND 122, U.C.A., ALL CORPORATIONS MUST FILE THEIR ANNUAL REPORTS WITHIN THE MONTH OF THEIR ANNIVERSARY DATE. FAILURE TO DO SO WILL RESULT IN SUSPENSION OF THE CORPORATIONS CHARTER.

DO NOT CHANGE OR ALTER THIS FORM

CORPORATION INFORMATION

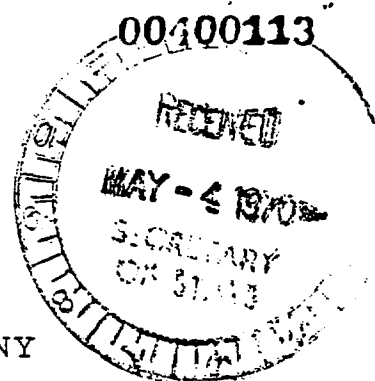
052040 GREATER PARK CITY COMPANY UTAH
 STATUS: GOOD STANDING DATE: 00/00/00 CODE: 0 TYPE: 66 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: CRAIG JOHNSON /T INCORP-ACT-DATE: 05/04/1970
 P O BOX 39 AGENT-CHG-DATE: 02/19/82 REINS-DATE: 00/00/00
 PARK CITY, UTAH PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84060 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 04/15/87
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT VICE PRESIDENT SECRETARY
 PHIL JONES CRAIG BADAMI WILLIAM BENTLEY
 P.O. BOX 39 P.O. BOX 39 332 PINE STREET 4TH FL
 PARK CITY, UTAH PARK CITY, UTAH SAN FRANCISCO, CALIF
 84060 OFFR-RES: 00/00/00 84060 OFFR-RES: 00/00/00 84104 OFFR-RES: 00/00/00
 CORPORATION TYPE: D CORPORATION KIND:

REMARKS: N	STATED CAPITAL:	22,270	
ADDITIONAL SHARES: N	AUTHORIZED		ISSUED
CLASS	PAR VALUE	DATE	NUMBER
	.0000	00/00/00	0
	.0000	00/00/00	0
		04/15/87	2,227,262
		00/00/00	0

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK _

FILED in the office of the Secretary of
State of the State of Utah, on the
27th day of May A.D. 1970
CLYDE L. JENSEN
Secretary of State

52040



ARTICLES OF INCORPORATION
OF
TREASURE MOUNTAIN RESORT COMPANY

The undersigned natural persons of the age of twenty-one (21) years
or more, acting as incorporators of a corporation (the "Corporation")
under the provisions of the applicable laws of the State of Utah, adopt the
following Articles of Incorporation:

MICROFILMED

Article 1. Name

The name of the corporation is TREASURE MOUNTAIN RESORT
COMPANY.

Article 2. Period of Duration

The period of duration of the Corporation is perpetual.

Article 3. Purposes and Powers

The purposes for which this Corporation is formed, the specific
business in which the corporation is primarily to engage being set forth
in Paragraph (1) below, are:

(1) The specific business in which the corporation
is primarily to engage is the development of a major ski-
oriented recreational facility and the development, sale,
lease, and operation of real and personal property in con-
nection therewith.

(2) To manufacture, buy, sell, assemble, distribute,
and otherwise acquire, or to own, hold, use, sell, assign,
transfer, exchange, lease, license or otherwise dispose of,
and to invest, trade, or deal in goods, wares, merchandise,
building materials, supplies and all other property of every
class and description.

(3) To purchase, acquire, own, hold, use, lease, either as lessor or lessee, rent, sublet, grant, sell, exchange, subdivide, mortgage, deed in trust, manage, improve, cultivate, develop, maintain, construct, operate, and generally deal in, any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, boarding houses, apartment houses, hotels, motels, condominiums, business blocks, garages, warehouses, manufacturing plants, and other buildings of any kind or description, and any and all other property of every kind or description, real, personal and mixed, and any interest or right therein, including water and water rights, wheresoever situated, either in Utah, other states of the United States, the District of Columbia, territories and colonies of the United States and foreign countries.

(4) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

(5) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision.

(6) To become a partner (either general or limited or both) and to enter into agreements of partnership with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this corporation or to enhance the value of its property or business.

(7) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise,

(a) by purchase of the assets thereof wholly or in part, (b) by acquisition of the shares or any part thereof, or (c) in any other manner; and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of the whole or any part of the good will, business, rights and property so acquired, and to conduct, in any lawful manner, the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(8) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, and government, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(9) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect; and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(10) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with the shares, rights,

units or interests in or in respect of any trust estate, now or hereafter existing, and whether created by the laws of the State of Utah or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and, while the owner of any of said shares of capital stock, to exercise all of the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(11) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(12) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(13) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligations; to purchase, hold, sell, and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Utah as the same are now in force or may be hereafter amended.

(14) To conduct and carry on, directly or indirectly, research, development and promotional or experimental activities, and to promote or aid financially or otherwise, any person, firm or corporation engaged in such activities, or any of them.

(15) To carry on any business whatsoever, either as

principal, agent or partner, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; and to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(16) To have and to exercise all the powers conferred by the laws of Utah upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by any reference to or inference from the term or provisions of any other clause, but shall be regarded as independent purposes and powers.

Article 4. Initial Registered Office And Name of Agent

The address of the initial registered office of the Corporation is 141 East First South, Salt Lake City, Salt Lake County, State of Utah 84111.

The name of the initial registered agent of the Corporation, an individual resident in Utah whose business address is at the above address, is M. Scott Woodland.

Article 5. Authorized Shares

This Corporation is authorized to issue two classes of shares of stock,

to be designated, respectively, "Preferred" and "Common". The total number of shares that the Corporation is authorized to issue is 10,000,000 shares. The aggregate par value for all shares that are to have a par value is \$6,040,000.00. The number of Preferred shares that are to have a par value is 6,000,000 shares. The par value of each Preferred share is \$1.00 per share, or an aggregate of \$6,000,000.00 par value for 6,000,000 Preferred shares. The number of Common shares that are to have a par value is 4,000,000 shares. The par value of each Common share is \$01 per share, or an aggregate of \$40,000.00 par value for 4,000,000 Common shares.

Article 6. Preferences, Privileges, And Restrictions
Upon Shares

The preferences, privileges and restrictions granted to or imposed on the respective classes of shares or the holders thereof are as follows:

(a) The holders of the outstanding Preferred shares shall be entitled to receive, out of any funds legally available therefor, dividends at the rate of seven per cent (7%) per annum of the par value thereof, and no more, payable in cash quarterly on the fifteenth day of March, June, September, and December in each year when and as declared by the board of directors of the Corporation. Such dividends shall accrue on each such share from the date of its original issuance and shall accrue from day to day, whether or not earned or declared. Such dividends shall be cumulative so that if such dividends in respect of any previous quarterly dividend period and for the current quarterly dividend period at the rate of seven per cent (7%) per annum shall not have been paid on or declared and set apart for all Preferred shares at the time outstanding, the deficiency shall be fully paid on or declared and set apart for such shares before any dividend or other distribution shall be paid on or declared or set apart for the Common shares.

(b) In the event of a voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of

Preferred shares shall be entitled to receive out of the assets of this Corporation, whether such assets are capital or surplus of any nature, and after complete payment and retirement of all the Series A Debentures referred to in Paragraph (d) (7) of this Article 6, an amount equal to the par value of such Preferred shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in (a) of this Article 6, to the date that payment is made available to the holders of Preferred shares, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of Common shares.

If upon such liquidation, dissolution or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the Preferred shares shall be insufficient to permit the payment to such shareholders of the full preferential amounts aforesaid, then the entire assets of this Corporation to be distributed shall be distributed ratably among the holders of Preferred shares.

In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of Preferred shares on distribution or otherwise, the holders of Common shares shall be entitled to receive, ratably, all remaining assets of this Corporation.

A consolidation or merger of this Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up, within the meaning of this paragraph.

(c) This Corporation, at the option of the board of directors, may at any time after complete payment and retirement of all the Series A Debentures referred to in Paragraph (d) (7) of this Article 6, or from time to time thereafter, redeem the whole or any part of the outstanding Preferred shares by paying in cash therefor One Dollar (\$1.00) per share and, in addition to the aforementioned amount, an amount in cash equal to all dividends on Preferred shares unpaid and accumulated as provided in (a) of this Article 6, whether earned or declared or not, to and including the date fixed for redemption. In the case of redemption of a part only of the outstanding Preferred shares, this Corporation shall

designate by lot, in such manner as the board of directors may determine, the shares to be redeemed, or shall effect such redemption pro rata. Less than all of the Preferred shares at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all Preferred shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all Preferred shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least thirty (30) days' previous notice by mail, postage prepaid, shall be given to the holders of record of the Preferred shares to be redeemed, such notice to be addressed to each such shareholder at his post office address as shown by the records of this Corporation. On or after the date fixed for redemption and stated in such notice, each holder of Preferred shares called for redemption shall surrender his certificate evidencing such shares to this Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then, notwithstanding that the certificates evidencing any Preferred shares so called for redemption shall not have been surrendered, the dividends with respect for the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price without interest upon surrender of their certificates therefor.

If, on or prior to any date fixed for redemption of Preferred shares, this Corporation deposits, with any bank or trust company in Salt Lake City, State of Utah, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give the notice of redemption thereof if such notice shall not previously have been given by this Corporation, or to complete the giving of such notice if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of deposit (although prior to the date

fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. The deposit shall be deemed to constitute full payment of the shares to their holders and from and after the date of the deposit the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to receive from the bank or trust company payment of the redemption price of the shares, without interest, upon the surrender of their certificates therefor.

(d) So long as any of the Preferred shares shall be outstanding this Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds of the total number of Preferred shares outstanding:

1. alter or change the rights, preferences or privileges of the Preferred shares so as materially adversely to affect the Preferred shares; or
2. increase the authorized number of Preferred shares; or
3. create any new class of shares having preferences over or being on a parity with the Preferred shares as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Preferred shares then outstanding; or
4. purchase any Common shares, or declare or distribute any dividends on Common shares;
5. merge or consolidate with any other corporation, except into or with a wholly owned subsidiary corporation, with the requisite shareholder approval; or
6. sell, convey or otherwise dispose of all or substantially all of the property or business of this Corporation; or
7. incur, assume or guarantee any indebtedness (other than such as may be represented by the obligation

to pay rent under leases) maturing more than eighteen (18) months after the date on which it is incurred, assumed, or guaranteed by the Corporation, except construction loans, purchase money obligations, obligations assumed as part of the price of property purchased, or the extension, renewal or refunding of any thereof, or Series A Debentures not exceeding a face amount of \$8,000,000.00.

(e) The Corporation shall have a continuing right to call the Series A Debentures at face value upon payment of all accumulated and unpaid interest thereon, but shall have no such right as long as there are accumulated and unpaid dividends on the Preferred shares.

(f) The Common shareholders shall have exclusive voting rights and powers and shall be entitled to cumulative voting in the election of directors.

(g) All issued shares of the Corporation shall be fully paid and non-assessable.

(h) Until the Corporation has issued 1,800,000 shares of Preferred stock, no Preferred shareholder of the Corporation shall have pre-emptive rights to purchase Preferred shares of the Corporation which may thereafter be issued. Until the Corporation has issued 2,117,647 shares of Common stock, no Common shareholder of the Corporation shall have pre-emptive rights to purchase Common shares of the Corporation which may thereafter be issued. Thereafter, Preferred and Common shareholders, respectively, shall have pre-emptive rights.

Article 7. Directors

The number of directors of this Corporation shall be seven, unless and until increased or decreased by amendment of the Bylaws; but no decrease shall reduce the number of directors below three (3) or have the effect of shortening the term of any incumbent director. The names and

addresses of the original directors of the Corporation are:

Edgar B. Stern, Jr.	6 Garden Lane New Orleans, Louisiana 70124
Dwight W. Martin	415 Park Road Metairie, Louisiana 70005
Stanley Cohen	1501 Antigua Way Newport Beach, California 92660
John W. King	30392 Paseo Del Valle South Laguna, California 92677
Adam Y. Bennion	1449 St. Albans Road San Marino, California 91108
Clark L. Wilson	309 Kearns Building Salt Lake City, Utah 84111
K. D. Loughridge	500 Crandall Building Salt Lake City, Utah 84101

Article 8. Receipt of Minimum Capital.


The Corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

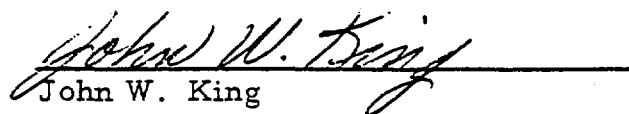
Article 9. Incorporators.

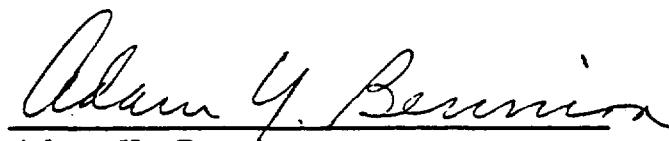
The names and addresses of the incorporators of this Corporation, all natural persons of the age of twenty-one (21) years or more, are:

Stanley Cohen	1501 Antigua Way Newport Beach, California 92660
John W. King	30392 Paseo Del Valle South Laguna, California 92677
Adam Y. Bennion	1449 St. Albans Road San Marino, California 91108

Executed this 28th day of April, 1970, Salt Lake
City, Utah.


Stanley Cohen


John W. King


Adam Y. Bennion

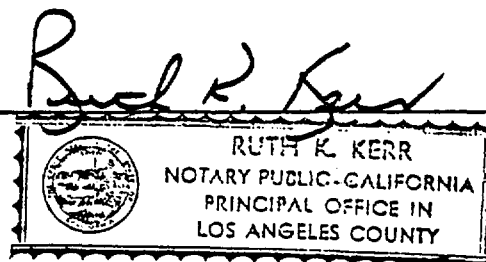
VERIFICATION

STATE OF CALIFORNIA)
 ss
COUNTY OF LOS ANGELES)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of California, certify that ADAM Y. BENNION, being one of the foregoing incorporators, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 28th day of April, 1970.

My Commission expires:
RUTH K. KERR
My Commission Expires July 26, 1971

VERIFICATION

STATE OF UTAH)
 ss
COUNTY OF SALT LAKE)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Utah, certify that STANLEY COHEN and JOHN W. KING, being two of the foregoing incorporators, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 30th day of April, 1970.

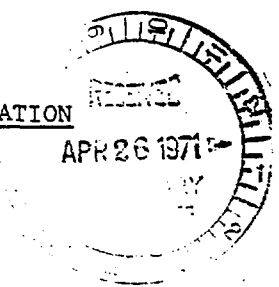
My Commission expires:

July 16, 1973

52040
C0400126

MICROFILMED

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
TREASURE MOUNTAIN RESORT COMPANY



Pursuant to the provisions of Section 16-10-57 of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is:
TREASURE MOUNTAIN RESORT COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on the 24th day of April, 1971, in the manner prescribed by the Utah Business Corporation Act:

RESOLVED: That Article 1 of the Articles of Incorporation of this corporation be amended so as to delete said Article 1 as it presently appears and to substitute therefor the following:

"ARTICLE 1. Name

The name of the corporation is:
GREATER PARK CITY COMPANY."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,742,647, and the number of shares entitled to vote thereon was 1,217,647.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	1,217,647

FIFTH: The number of shares voted for such amendment was 1,217,647, and the number of shares voted against such amendment was: None.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was as follows:

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	1,217,647	None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows: None.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital and the amount of stated capital is changed by said amendment are as follows:
No change.

Dated this 24th day of April, 1971.

TREASURE MOUNTAIN RESORT COMPANY

By Warren King
Its President
and W. H. Woodland
Its Secretary
Assistant

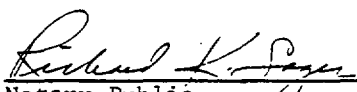
STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, RICHARD K. SAGER, a Notary Public, do hereby certify that, on this 24th day of April, 1971, personally appeared before me J. WARREN KING, who, being by me first duly sworn, declared that he is the President of TREASURE MOUNTAIN RESORT COMPANY; that he signed the foregoing document as President of the corporation; and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of April, 1971.

My Commission Expires:

July 10, 1973



Notary Public
Residing at Salt Lake City, Utah

00400129

Filing Fee: \$1.00

021048

1976 DEC 22 AM 11: 5

251/476171/C4/77

1.95

CERTIFICATE

(Regarding transacting of business under an assumed name)

STATE OF UTAH

County of Summit

} ss.

The undersigned, who are (is) carrying on, conducting or transacting business under an assumed name, certify that the assumed name is (Not a Corporation)

Park City Ski Corporation

Complete Address: 1284 Empire Avenue
P. O. Box 39
Park City, Utah 84060

And that the full true name or names, of the person or persons owning, and the person or persons carrying on, conducting or transacting such business with their post office addresses are as follows:

Names

Addresses

Greater Park City Company,
a Utah corporation

P. O. Box 39
Park City, Utah 84060

Ray J. Johnson, President

Signatures of persons named above

CORPORATION INFORMATION

049173 UNION PACIFIC CORPORATION UTAH
 STATUS: GOOD STANDING DATE: 00/00/00 CODE: 0 TYPE: 50 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: STEVEN A GOODSSELL INCORP-ACT-DATE: 02/03/1969
 406 WEST FIRST SOUTH AGNT-CHG-DATE: 00/00/00 REINS-DATE: 00/00/00
 SALT LAKE CITY, UTAH PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 34101 AGENT-ADDR: 00/00/00 ANN-RPT-DATE: 02/06/87
 INTENT TO: RESIGN-DATE: 00/00/00 PRCE-RPT-DATE: 00/00/00
 PRESIDENT/DIRECTOR VICE PRESIDENT SECRETARY
 DREW LEWIS W J MC DONALD C N OLSEN
 345 PARK AVENUE 345 PARK AVENUE 345 PARK AVENUE
 NEW YORK, NY NEW YORK, NY NEW YORK, NY
 10154 OFFR-RES: 00/00/00 10154 OFFR-RES: 00/00/00 10154 OFFR-RES: 00/00/00
 CORPORATION TYPE: D CORPORATION KIND: 04

REMARKS: Y		STATED CAPITAL: 332,201,472			
ADDITIONAL SHARES: N		AUTHORIZED		ISSUED	
CLASS	PAR VALUE	DATE	NUMBER	DATE	NUMBER
PREFERRED	.0000	04/25/80	20,000,000	02/06/87	4,203,706
COMMON	2.5000	04/10/85	300,000,000	02/06/87	115,525,755

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK _



DEPARTMENT OF BUSINESS REGULATION
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

Aug. 8 1986
6705-26
REV. 8 85
STATE OF UTAH

CORPORATION ANNUAL REPORT

00400131

In compliance with Section 16-10-121 & 122, and Section 16-10-12 or 16-10-110, U.C.A., 1953, the following report, and if applicable the statement of change of registered office and/or agent, is submitted: (PLEASE TYPE OR PRINT CLEARLY!!)

1 EXACT CORPORATE NAME 002083 INC: 07/01/1897 D
REGISTERED AGENT UNION PACIFIC RAILROAD COMPANY
REGISTERED OFFICE STEVEN A. GOODSSELL
406 WEST FIRST SOUTH
SALT LAKE CITY UTAH 84101

2 IF NEW REGISTERED AGENT AND/OR OFFICE, PLEASE COMPLETE

New Registered Agent: _____ (Registered agent's signature)

New Registered Office _____ City _____ State UTAH Zip _____
(Street Address)

(With the above change, the address of the registered office and the address of the business office of the Registered agent are identical.)

3 INCORPORATED UNDER THE LAWS OF Utah (STATE OR COUNTRY)

4 IF INCORPORATED OUTSIDE THE STATE OF UTAH, GIVE THE ADDRESS OF THE PRINCIPAL OFFICE IN THE STATE OR COUNTRY OF INCORPORATION.

_____ City _____ State or Country _____ Zip _____
(Street Address)

5 TYPE OF BUSINESS CONDUCTED IN UTAH Common Carrier - Railroad

6 NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS AND DIRECTORS OF THE CORPORATION.

	NAME	STREET	CITY, STATE, ZIP
President	R. G. Flannery	1416 Dodge Street	Omaha, NE 68179
Vice-President	J. R. Davis	1416 Dodge Street	Omaha, NE 68179
Secretary	C. N. Olsen	345 Park Avenue	New York, NY 10154
Treasurer	L. W. Matthews III	345 Park Avenue	New York, NY 10154

7 DIRECTORS: (UTAH LAW REQUIRES AT LEAST 3 DIRECTORS.)

	NAME	STREET ADDRESS	CITY, STATE, ZIP
1			
2	SEE ATTACHED		
3			

8 AUTHORIZED SHARES (DO NOT CHANGE THE INFORMATION LISTED.)

Number of Shares	Itemized	Series, If Any	Par Value
Authorized	By Class	Within A Class	Of Shares
29,617,870	COMMON		10.0000
20,000,000	PREFERRED		10.0000

9 NUMBER OF SHARES ISSUED (MUST BE COMPLETED)

Number of Shares	Itemized	Series, If Any	Par Value
Issued	By Class	Within A Class	Of Shares
22,428,715	Common		10.0000
0	Preferred		10.0000

10 STATED CAPITAL AS OF DATE OF THIS REPORT (Number of Shares Issued X Par Value) \$224,287,150

Under the penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete

11 BY Robert G. Flannery
Authorized Officer

12 President
Title or Position

13 DATE July 17, 1986
Send Report &

Remittance to: Annual Report Division
160 EAST 300 SOUTH 2ND FLOOR
P.O. Box 45801
Salt Lake City, Utah 84145-0001
(801)530-6012

(If Registered Agent and/or Registered Office has been changed on this form, said change must be authorized by a resolution adopted by the board of Directors, and The President or Vice President must sign the report.)

FEE \$5.00 Make check payable to Annual Report Section

*PURSUANT TO SECTION 16-10-121 AND 122, U.C.A., ALL CORPORATIONS MUST FILE THEIR ANNUAL REPORTS WITHIN THE MONTH OF THEIR ANNIVERSARY DATE. FAILURE TO DO SO WILL RESULT IN SUSPENSION OF THE CORPORATIONS CHARTER.

00400133

AK 002052

UNION PACIFIC RAILROAD COMPANY

Director	E. V. Conway	30 Wall Street	New York, NY 10022
Director	W. S. Cook	345 Park Avenue	New York, NY 10154
Director	S. F. Eccles	P.O. Box 30006	Salt Lake City, UT 84111
Director	J. B. Fery	One Jefferson Square	Boise, ID 83702
Director	E. T. Gerry	59 Wall Street	New York, NY 10005
Director	W. D. Grant	One Penn Valley Park	Kansas City, MO 64108
Director	D. B. Jenks	9900 Clayton Road	St. Louis, MO 63124
Director	J. C. Kenefick	1416 Dodge Street	Omaha, NE 68179
Director	O. T. Lawler	P.O. Box 2097 Term. Annex.	Los Angeles, CA 90054
Director	A. L. Lewis, Jr.	1416 Dodge Street	Omaha, NE 68179
Director	J. R. Meyer	322 Morgan Hill	Boston, MA 02163
Director	M. F. Miller	1700 Farnam Street	Omaha, NE 68102
Director	M. K. Milliken	1045 Sixth Avenue	New York, NY 10009
Director	H. B. Mitchell	299 Park Avenue	New York, NY 10017
Director	E. L. Palmer	399 Park Avenue	New York, NY 10022
Director	R. W. Roth	411 NE 19th Avenue	Portland, OR 97232
Director	W. M. Shapleigh	Suite 3110 Ralston Purina One Mercantile Center	St. Louis, MO 63101
Director	R. D. Simmons	1150 15th Street NW	Washington, DC 20071
Director	V. F. Taylor, Jr.	1670 Denver Club Bldg.	Denver, CO 80202

CORPORATION INFORMATION

002083 UNION PACIFIC RAILROAD COMPANY UTAH
 STATUS: GOOD STANDING DATE: 00/00/00 CODE: 0 TYPE: 04 PROFIT: P
 FOREIGN CORP. NAME:
 REG. AGENT: STEVEN A. GOODSSELL INCORP-ACT-DATE: 07/01/1907
 406 WEST FIRST SOUTH AGMT-CHG-DATE: 12/22/76 REINS-DATE: 00/00/00
 SALT LAKE CITY, UT PREV-RES-DATE: 00/00/00 INACTIVE-DATE: 00/00/00
 84101 AGENT-ADDR: 02/15/79 ANN-RPT-DATE: 07/20/87
 INTENT TO: RESIGN-DATE: 00/00/00 PROF-RPT-DATE: 00/00/00
 PRESIDENT VICE PRESIDENT SECRETARY
 R. G. FLANNERY J. R. DAVIS C. N. OLSEN
 1416 DODGE STREET 1416 DODGE STREET 345 PARK AVENUE
 OMAHA, NEBRASKA OMAHA, NEBRASKA NEW YORK, NEW YORK
 68179 OFFR-RES: 00/00/00 68179 OFFR-RES: 00/00/00 10154 OFFR-RES: 00/00/00
 CORPORATION TYPE: D CORPORATION KIND: 04

REMARKS: Y STATED CAPITAL: 224,287,150
 ADDITIONAL SHARES: N AUTHORIZED ISSUED

CLASS	PAR VALUE	DATE	NUMBER	DATE	NUMBER
COMMON	10.0000	00/00/00	20,617,370	07/20/87	22,422,715
PREFERRED	10.0000	00/00/00	20,000,000	07/20/87	0

2-SCREEN 2; R-REMARKS; F-FORWARD; B-BACK _

APPROVED by the Division of Corporations
and Commercial Code of the Utah State
Department of Business Regulation

on the 16th day of June A.D. 1987

Corporate Documents Examiner MC

Fees paid \$ 35.00

ARTICLES OF MERGER OF

PACIFIC SUBSIDIARY, INC. INTO
UNION PACIFIC RAILROAD COMPANY

02083
C0400134

JUN 12 AM 11:05

Pursuant to the provisions of Section 16-10-70 of the
Utah Business Corporation Act, the undersigned corporation,
Union Pacific Railroad Company, a Utah corporation ("UPRR"),
hereby certifies as follows:

FIRST: The constituent corporations are UPRR and
Pacific Subsidiary, Inc. ("Pac Sub"), a Delaware corporation and
wholly owned subsidiary of UPRR.

SECOND: The plan of merger of Pac Sub into UPRR,
which will be the surviving corporation, is set forth in
resolutions adopted by the Board of Directors of UPRR on
November 20, 1986; a copy of such resolutions is attached as
Exhibit A.

THIRD: There are outstanding 200 shares of Pac Sub's
common stock, its sole class of common stock, and UPRR owns all
such shares. Each share of Pac Sub common stock shall be
converted into one share of UPRR common stock.

FOURTH: A copy of the plan of merger was delivered to
UPRR, the sole shareholder of Pac Sub, on March 16, 1987.

Dated: June 10th, 1987.

UNION PACIFIC RAILROAD COMPANY

By: J. V. Dolan

J. V. Dolan
Vice President


By: K. D. Petersen

K. D. Petersen
Assistant Secretary

LEIF A. TONNESSEN
Company
PRENTICE HALL CORP SERVICES
Street Address
1 GULF & WESTERN PLAZA 5TH FL
City
NEW YORK
State
ZIP Required For Correct Invoicing
10022

STATE OF NEBRASKA)
)
 COUNTY OF DOUGLAS) SS:

I, Barbara Jean Smith, a notary public, do hereby certify that on this 10th day of June, 1987, personally appeared before me J. V. Dolan and K. D. Petersen, who, being by me first duly sworn, declared that they are the Vice-President and Assistant Secretary, respectively, of Union Pacific Railroad Company, that they signed the foregoing document as Vice-President and Assistant Secretary, respectively, of such Company, and that the statements contained therein are true.

 GENERAL NOTARY - State of Nebraska
 BARBARA JEAN SMITH
 My Comm. Exp. 4-1991

Barbara Jean Smith
 Notary Public

UNION PACIFIC RAILROAD COMPANY

ELIMINATION OF SUBSIDIARIES

The Chairman advised the Board that it would be desirable to simplify the organizational structure of Union Pacific Railroad Company (the "Company") and its subsidiaries by merging into the Company certain of its subsidiaries. The Chairman advised that the Company holds all of the outstanding stock of each such subsidiary, except in certain cases for qualifying shares owned by directors of the subsidiary who are also officers of the Company and who have agreed to surrender such shares upon request.

Whereupon, after discussion and on motion duly made and seconded, it was unanimously

RESOLVED that Union Pacific Railroad Company (the "Company") merge into itself and assume all of the liabilities and obligations of each wholly owned subsidiary of the Company (a "Subsidiary") set forth below:

- Des Chutes Railroad Company
- Los Angeles & Salt Lake Railroad Company
- Mount Hood Railway Company
- Oregon Short Line Railroad Company
- Oregon-Washington Railroad & Navigation Company
- Pacific Subsidiary, Inc.
- Sacramento Northern Railway
- The St. Joseph & Grand Island Railway Company
- Tidewater Southern Railway Company
- The Western Pacific Railroad Company
- Yakima Valley Transportation Company; and

FURTHER RESOLVED that such mergers be effected through a series of transactions whereby:

(A) (i) Tidewater Southern Railway Company and Sacramento Northern Railway are each merged into The Western Pacific Railroad Company ("WP"), (ii) WP is merged into Pacific Subsidiary, Inc. ("Pac Sub"), and (iii) Pac Sub is merged into the Company;

(B) (i) Des Chutes Railroad Company, Oregon-Washington Railroad & Navigation Company, and Yakima Valley Transportation Company are each merged into

(OVER)

Oregon Short Line Railroad Company ("OSLR"), and (ii) OSLR is merged into the Company;

(C) Los Angeles & Salt Lake Railroad Company, Mount Hood Railway Company, and The St. Joseph & Grand Island Railway Company are each merged into the Company; and

FURTHER RESOLVED that the Plan of Merger of a Subsidiary into the Company (or WP, Pac Sub or OSLR, as the case may be) shall be as follows:

(a) The Company (or WP, Pac Sub or OSLR, as the case may be) shall continue as the surviving corporation in the merger (the "Surviving Corporation") and the separate corporate existence of the Subsidiary shall cease.

(b) Each share of capital stock of a Subsidiary shall be converted into one share of stock of the Surviving Corporation.

(c) The Articles of Incorporation and the by-laws of the Company (or WP, Pac Sub or OSLR, as the case may be) shall be the Articles of Incorporation and by-laws of the Surviving Corporation, in each case until thereafter amended as provided by law.

(d) The merger shall become effective upon the filing of the requisite documents with state authorities and compliance with other requirements of applicable state laws pertaining to mergers; and

FURTHER RESOLVED that the President, any Vice President, the Treasurer, any Assistant Treasurer and the Secretary or any Assistant Secretary of the Company be, and they each hereby are, authorized and directed to execute, under the corporate seal of the Company, Articles of Merger or a similar document required in order to merge each Subsidiary into it and to assume the liabilities and obligations of the Subsidiary on the effective date of the merger, and to file such document with the Secretary of the State of Utah and such other officials of other states as may be necessary to effect each such merger; and

(OVER)

FURTHER RESOLVED that the foregoing officers of the Company be, and they each hereby are, authorized and directed to do all acts and things whatsoever which may be in any way necessary or proper to effect each such merger.

I, C. N. OLSEN, Secretary of Union Pacific Railroad Company, do hereby certify that the above and foregoing is a true copy of preamble and resolution duly adopted by the Board of Directors of Union Pacific Railroad Company at a regular meeting of said Board of Directors held at the office of the Company in the City and State of New York, on the 20th day of November, 1986, at which a quorum was present.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Company this 20th day of November, 1986.

(SEAL)

(SIGNED) C. N. OLSEN

Secretary



PRENTICE HALL CORPORATE SERVICES

EST JUN 12 AM 11:06

Direct Dial:
(212) 373-7215
1-800-221-0770

United States Corporation Company
The Prentice Hall Corporation System

June 11, 1987

Ms. Margaret Cowan
Department of Business Regulation
Division of Corporations & Commercial Codes
Corporation Division
160 East 300 South
P.O. Box 45801
Salt Lake City, Utah 84145-0801

RE: UNION PACIFIC RAILROAD COMPANY
Merger of: PACIFIC SUBSIDIARY, INC.
Our ref. #15-87-1154

Dear Margaret:

As per our discussion this afternoon I am enclosing herewith on behalf of the above an original and copy of the Articles of Merger together with our check in the amount of \$35.00.

Please confirm, on Friday, the receipt of this package using the above toll-free number and the understanding that the Articles will not be filed until the opening of business, Tuesday morning. On Tuesday, we would appreciate telephone confirmation of filing.

If for any reason after reviewing these documents please call me immediately should there be any corrections to be made.

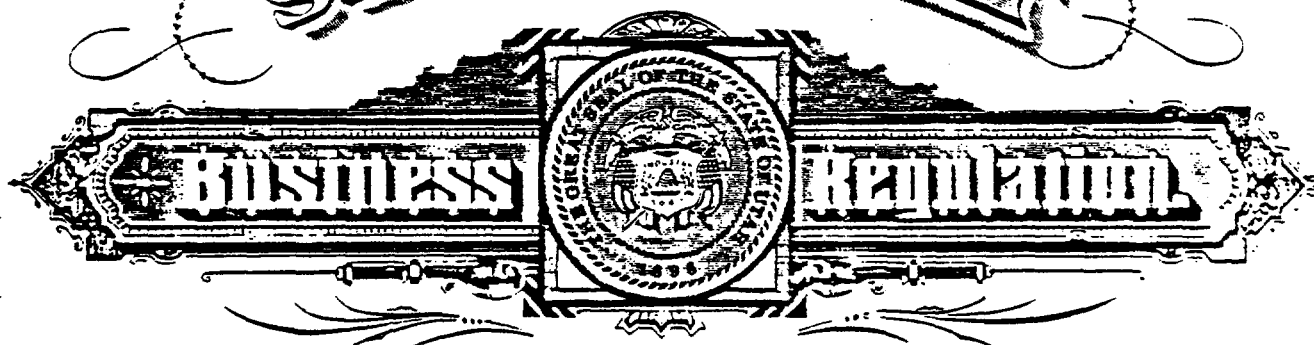
Thank you for your courtesies extended to us.

Sincerely yours,

Leif A. Tonnessen
Assistant Vice President

LAT:ep
encl.
FEDERAL EXPRESS

00400140

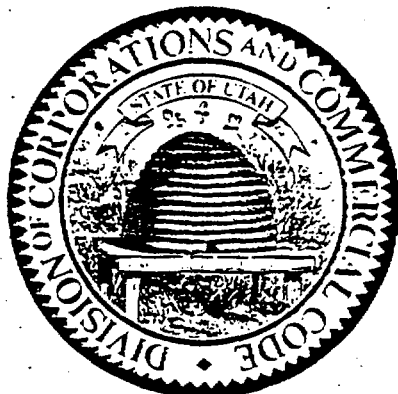


THE DEPARTMENT OF BUSINESS REGULATION, DIVISION OF CORPORATIONS AND COMMERCIAL CODE CERTIFIES THAT UNION PACIFIC RAILROAD COMPANY is a Utah Corporation and qualified to do business in the State of Utah. A certificate of such incorporaiton was issued from this office on July 1, 1897 and said corporation is currently in good standing. Following is a list of attachments to the Articles of Incorporation filed with this office:

Articles of Amendment	October 9, 1899
Articles of Amendment	October 9, 1899
Articles of Amendment	October 9, 1899
Articles of Amendment	March 23, 1901
Articles of Amendment	March 23, 1901
Articles of Amendment	May 9, 1905
Articles of Amendment	May 9, 1905
Articles of Amendment	June 24, 1907
Appointment of Assistant Secretary	January 19, 1916
Appointment of Assistant Secretary	November 21, 1916
Articles of Amendment	May 9, 1945
Articles of Amendment	May 11, 1948
Articles of Amendment	May 12, 1953
Articles of Amendment	May 8, 1956
Articles of Amendment	May 14, 1968

File #002083

AS APPEARS OF RECORD IN THE DIVISION OFFICE.

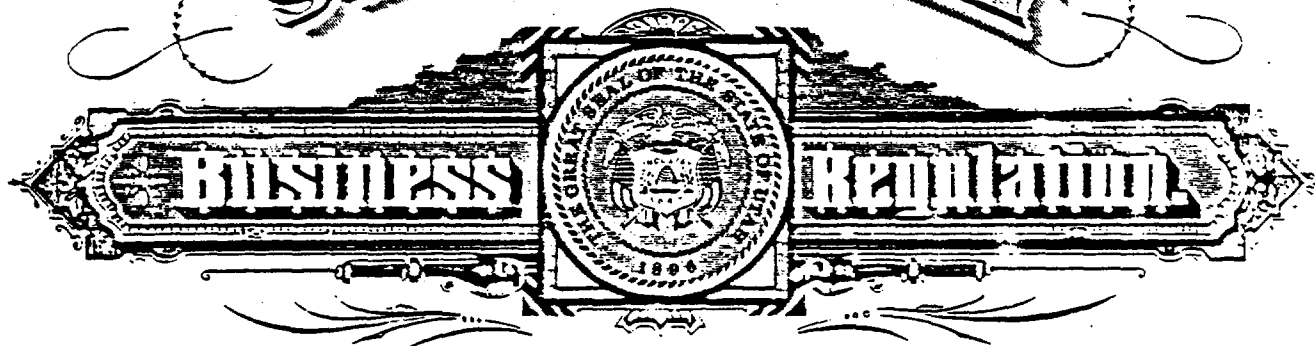


Dated this _____ day of _____

A.D. 19 _____

[Signature]
Director, Division of Corporations and
Commercial Code

00400141

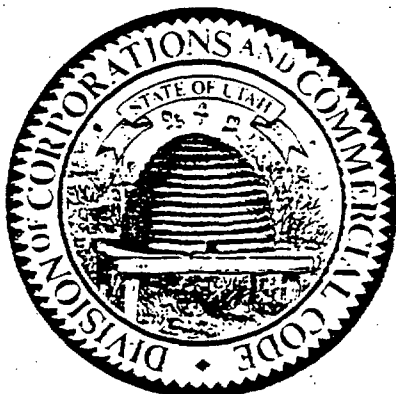


THE DEPARTMENT OF BUSINESS REGULATION, DIVISION OF CORPORATIONS AND COMMERCIAL CODE CERTIFIES THAT the following is a continued list of the documents filed with this office for UNION PACIFIC RAILROAD COMPANY:

Restated Articles	December 31, 1968
Articles of Amendment	June 24, 1971
Articles of Merger	June 25, 1971
Articles of Amendment	January 28, 1983
Articles of Merger	June 16, 1987
Articles of Amendment	July 6, 1987

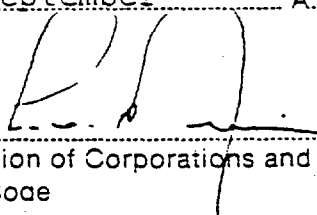
File #002083

AS APPEARS OF RECORD IN THE DIVISION OFFICE.



Dated this 25th day of

September A.D. 19 87


Director, Division of Corporations and
Commercial Code